



MARVEL
COMICS GROUP 12¢

the X-MEN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

12
JULY

THE ORIGIN OF
PROFESSOR X!

FEATURING: THE ALMOST
INDESCRIBABLE MENACE OF

'THE JUGGERNAUT!'



MEN! Join My "\$100-a-Week" Club!

Let Me Put You in a PROFITABLE BUSINESS You Can Run from Home SPARE TIME—FULL TIME!

If you've always dreamed of getting into the \$100-a-week bracket, here's your chance to join the "club". Men all over the country are doing it with my simple, proven plan. So can you. The 60-year-old Mason Shoe Mfg. Co. will set you up in a profitable "shoe store business". In your spare time, this business can add enough to your present pay-check so your weekly income is at least \$100. Or run this business full-time and earn as much as \$960 a month. But you should *never* make less than \$100 a week again if you take advantage of this opportunity.

No Wonder You'll Make So Much Money!

Actually \$100 a week need only be the start. Build your Mason customer list to the point where you take 8 orders a day and you'll rake in over \$960 a month **CLEAR PROFIT**. It's easy because you show nationally advertised footwear that **EVERYBODY** needs and wants. You make **BIG** profits because we carry all the stock and ship the shoes for you. Our huge warehouse stock of 300,000 pairs of dress, work, sport shoes for men and women give you a bigger selection than any other store in town. You can fit everybody because sizes run all the way from 2½ to 16, and widths AAAA to EEEE. You have no store-keeper's expenses or "overhead." You never invest a cent!

Sales Equipment Absolutely FREE

You show famous Mason Air-Cushion shoes—Ripple Sole shoes, Oil-Resistant Work Shoes, amazing Mystery Shoes, guaranteed Waterproof Shoes, insulated boots, colorful styles for women—a line that's far beyond the reach of competition. That's why *everybody* is your prospect. Start with friends, relatives, folks where you work. Make money very first hour. Soon you'll be making enough extra cash to let you join the envied "\$100-a-Week Club," earning far more than at any ordinary job. Fill out and mail the coupon below. We'll rush you our free "Starting Business Outfit." Features 275 fast-selling shoe styles... plus foolproof measuring equipment, "How To Make More Money" booklet. Send no money now or later. You get everything you need to start, absolutely **FREE**. Rush the coupon now.

Rush
Coupon For
Your **FREE**
OUTFIT

**RUSH
THIS
COUPON
NOW!**

YOUR TICKET TO A PROFITABLE BUSINESS!

THE MASON Shoe Mfg. Co., Dept. F-709,
Chippewa Falls, Wisconsin

Sure I want to join the "\$100-a-Week Club" by making good money in a fine "Shoe Store Business" that I can run from home. Rush me, **FREE** and prepaid, everything I need to start making money my very first spare hour.

Name _____ (PLEASE PRINT)

Address _____

Town _____ State _____

MASON

SHOE MFG. CO.
Dept. F-709
Chippewa Falls, Wisc.

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X-MEN

THE MOST
UNUSUAL
TEEN-AGERS OF
ALL TIME!

"THE ORIGIN OF PROFESSOR X!"

PROFESSOR!
WE HEARD THAT
BLOOD-CURLING
NOISE! WHAT'S
WRONG? ARE...
ARE YOU IN
DANGER??

THE SOUND IS
EMANATING FROM
HIS DESK! THERE'S
SOME SORT OF
ELECTRONIC
APPARATUS
SECRETED
WITHIN!

MY EARS!
THE SCREECH IS
DEAFENING!
WHAT IS IT?

I'VE NEVER
SEEN
PROFESSOR X
LOOK SO
DESPERATELY
FEARFUL
BEFORE!

STAY OUT,
ALL OF YOU!
NO ONE IS
SUPPOSED TO
KNOW ABOUT
THE PROFESSOR'S
CEREBRO
MACHINE!

IT'S ALL RIGHT,
CYCLOPS! LET THEM
ENTER! WE'RE ABOUT
TO FACE OUR MOST
DEADLY THREAT!
WE CAN HAVE NO
SECRETS FROM EACH
OTHER NOW!

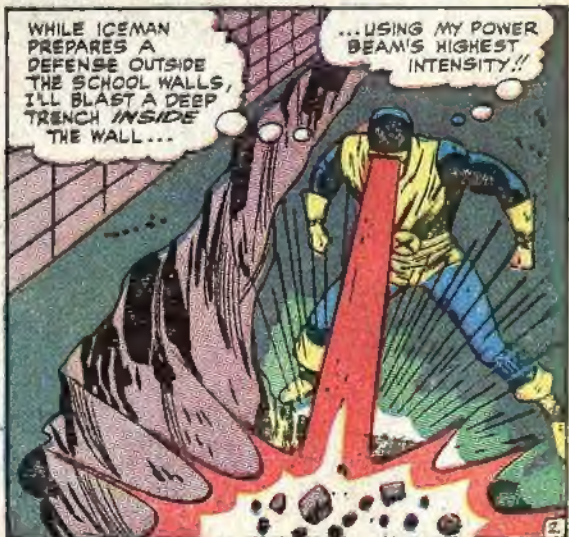
STUPEFYING STORY BY: STAN LEE
SPECTACULAR LAYOUTS BY: JACK KIRBY
SLAM-BANG PENCILLING BY: ALEX TOTH

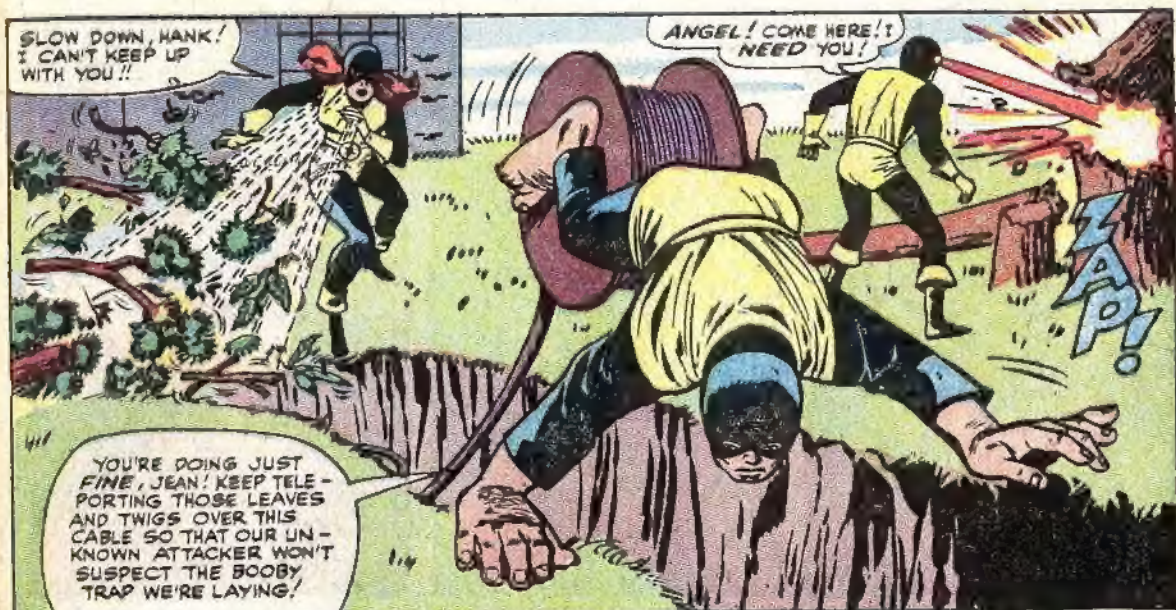
SENSATIONAL INKING BY: VINCE COLLETTA
THE USUAL LETTERING BY: SAM ROSEN
KIBBITZING BY: THE WHOLE BLAMED BULLPEN!

WE'VE GOT A STARTLING, SIZZLING
TALE TO TELL YOU, AND NO TIME TO
WASTE WITH A LONG INTRODUCTION!
SO, LET'S GO! WE'LL BRIEF YOU
ALONG THE WAY...!



A MOMENT LATER, HAVING RECEIVED THEIR ORDERS, THE MARVELOUS MUTANTS RACE INTO ACTION...





SLOW DOWN, HANK!
I CAN'T KEEP UP
WITH YOU!!

ANGEL! COME HERE! I
NEED YOU!

ZAP!

YOU'RE DOING JUST
FINE, JEAN! KEEP TELE-
PORTING THOSE LEAVES
AND TWIGS OVER THIS
CABLE SO THAT OUR UN-
KNOWN ATTACKER WON'T
SUSPECT THE BOOBY
TRAP WE'RE LAYING!



THAT'S IT,
WARREN! HOLD
THOSE LOGS
WHILE I HOLLOW
THEM OUT WITH
POWER BLASTS!

THIS IS THE
LAST OF 'EM,
CYKE! NOW
I'LL GET
THE
GRENADES!



THE PROF DIDN'T SAY WHAT KIND
OF GRENADES THESE ARE! DO
YOU THINK...?

NO TIME FOR
GUESSING!
WE'RE ALMOST
DONE NOW!



EXACTLY FIVE MINUTES LATER, THE X-MEN RETURN,
HAVING COMPLETELY FORTIFIED AND BOOBY-TRAPPED
THE MYSTERIOUS BUILDING...

THE SCREECHING SOUND HAS STOPPED!
DOES THAT MEAN THE DANGER'S PAST?

NO! THE
PROFESSOR'S
MERELY
TURNED OFF
THE CEREBRO
MACHINE!

WELL DONE,
MY X-MEN!
COME IN...!

IT'S TIME
FOR YOU
TO LEARN
MORE OF
THE DANGER
THAT
THREATENS
US!



IS IT ONE OF
THE EVIL
MUTANTS WE
FOUGHT IN THE
PAST, SIR?

NO!... I ONLY WISH IT WERE!

I HOPED YOU'D NEVER
HAVE TO LEARN OF THIS
ENEMY... FOR HIS POWER
MAY EXCEED MY OWN!

THE ONE
WHO IS
ABOUT TO
ATTACK US
IS... MY OWN
BROTHER!!

YOUR
BROTHER??!



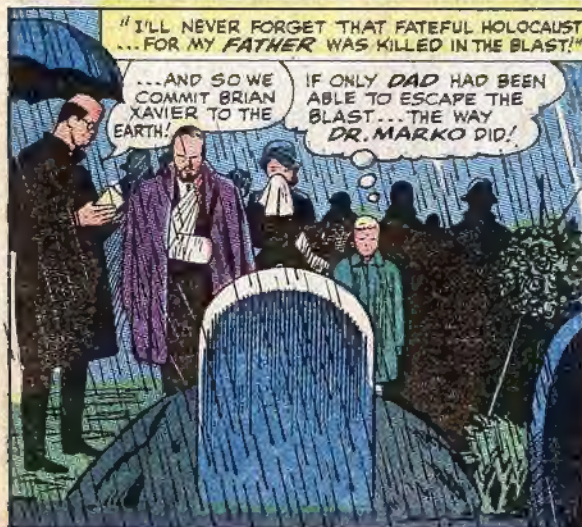
I NEVER MENTIONED HIM BEFORE! PERHAPS I HOPED I WOULD NEVER HAVE TO MENTION HIM!



BUT NOW THAT WE ALL SHARE THE SAME MOMENT OF CRISIS... I OWE IT TO YOU TO TELL YOU THE WHOLE STORY... TO TAKE YOU BACK WITH ME, IN YOUR IMAGINATION... TO THE *BEGINNING*...!



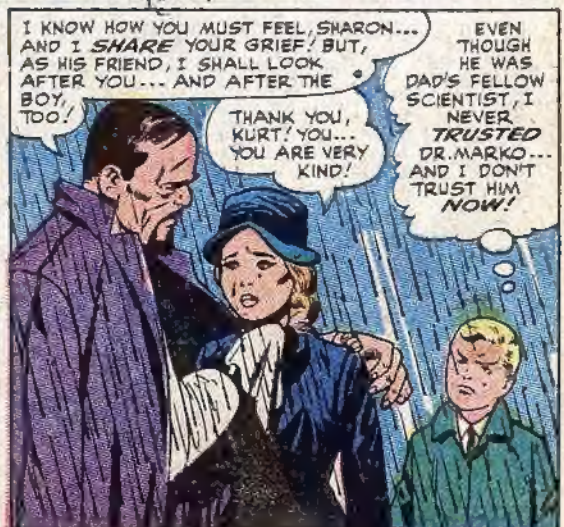
IT STARTED WITH AN *ATOMIC BLAST*, YEARS AGO... AT ALAMAGORDO, NEW MEXICO...



"I'LL NEVER FORGET THAT FATEFUL HOLOCAUST... FOR MY FATHER WAS KILLED IN THE BLAST!"

...AND SO WE COMMIT BRIAN XAVIER TO THE EARTH.

IF ONLY DAD HAD BEEN ABLE TO ESCAPE THE BLAST... THE WAY DR. MARKO DID!



I KNOW HOW YOU MUST FEEL, SHARON... AND I *SHARE* YOUR GRIEF! BUT, AS HIS FRIEND, I SHALL LOOK AFTER YOU... AND AFTER THE BOY, TOO!

THANK YOU, KURT! YOU... YOU ARE VERY KIND!

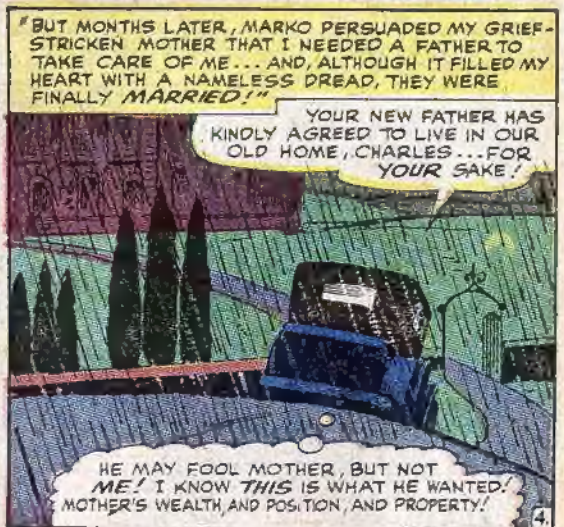
EVEN THOUGH HE WAS DAD'S FELLOW SCIENTIST, I NEVER *TRUSTED* DR. MARKO... AND I DON'T TRUST HIM *NOW*!



MY DEAR, DEAR SHARON! I WOULD GLADLY HAVE GIVEN MY OWN LIFE TO SAVE BRIAN'S... IF ONLY IT WERE POSSIBLE!

KURT... YOU'RE SUCH A TOWER OF STRENGTH FOR ME... AT A TIME LIKE THIS!

HE LIES! HE MIGHT HAVE SAVED DAD... BUT HE SAVED *HIMSELF* INSTEAD!



"BUT MONTHS LATER, MARKO PERSUADED MY GRIEF-STRIKEN MOTHER THAT I NEEDED A FATHER TO TAKE CARE OF ME... AND, ALTHOUGH IT FILLED MY HEART WITH A NAMELESS DREAD, THEY WERE FINALLY *MARRIED*!"

YOUR NEW FATHER HAS KINDLY AGREED TO LIVE IN OUR OLD HOME, CHARLES... FOR YOUR SAKE!

HE MAY FOOL MOTHER, BUT NOT *ME*! I KNOW *THIS* IS WHAT HE WANTED! MOTHER'S WEALTH, AND POSITION, AND PROPERTY!

CONTINUED AFTER NEXT PAGE

NOW STARRING in STRANGE TALES!
THE SURPRISE SENSATION OF THE YEAR!

NICK FURY, AGENT OF

SHIELD

IT'S DYNAMITE!

WELL WHO
DO YA THINK
THIS IS...
TUESDAY
WELD?



THE MOST FAMOUS, MOST POWERFUL HERO/VILLAIN OF ALL
TIME...NOW APPEARING MONTHLY IN *TALES TO ASTONISH!*

PRINCE NAMOR *THE* SUB-MARINER

ONLY MIGHTY MARVEL
COULD PRESENT HIM IN
ALL HIS REGAL GRANDEUR!
ONLY YOU, THE NEW
BREED OF READER,
ARE WORTHY OF SUCH
A LITERARY AND
ARTISTIC TRIUMPH!

THE MOST ENTHUSIASTICALLY
REQUESTED SERIES SINCE
GULLIVER'S TRAVELS!



U.S. GOV'T SURPLUS

PARACHUTES 21.95
BOATS 16.45
SHOES 1.65
JACKETS 3.25
TENTS 6.55
COMPASSES 1.05
HOLMERS 2.15
MACHETTES 2.15
GOGGLES 61c
PISTOL BELTS 1.05
STEEL HELMETS 2.15
GIANT BALLOONS 1.30

**HUNDREDS OF ITEMS FOR AS LITTLE AS 2c AND 3c
ON THE DOLLAR DIRECT BY MAIL! BIG NEW CATALOG
HAS PICTURES AND PRICES OF 500 ITEMS!**

AND

Bunk Beds
Life Rafts, Walkie Talkies
Swords, Paratrooper Boots
Flags, Sleeping Bags, Cots
Phones, Mine Detectors
Bugles, Hand & Leg Irons
Blankets, Bullet Proof Vests
Hares, Cartridge Belts,
Maps
Shovels, Containers, Saddles
First Aid Supplies
Sunglasses, Mass Kits
Haversacks, Canteens

**AND HUNDREDS MORE
YOURS DIRECT BY MAIL!**

Minimum Orders as Low
As \$2.00 Acceptable

ALSO INCLUDED!

Separate section with complete
sources and information on how to
buy direct from the government at
amazingly low prices. Examples:

Jeeps—\$278.00	Typewriters—\$8.79
Boats—\$178.00	Airplanes—\$159.00
Bicycles—\$5.50	Generators—\$2.68
Telescopes—\$4.00	Elec. Motors—\$1.85
Truck Gen.—\$1.00	Refrigerators—\$5.00
Leather Boots—65c	Pass. Buses—\$208.00

Also listed are more than 1,000
places where you can see thousands
of different surplus items and buy
them right on the spot!

FREE HOME TRIAL COUPON

**SURPLUS BARGAINS, DEPT. 163-6
605 THIRD AVENUE
NEW YORK 16, N. Y.**

I enclose \$1.00. Send the combined catalog and
directory immediately. I understand that my
money will be refunded if I am not completely
satisfied. Also I will receive a full refund with
my first order of \$10.00 or more.

Name _____

(Please Print)

Address _____

City _____ State _____

FULL PURCHASE PRICE OF \$1.00 REFUNDED WITH FIRST ORDER OF \$10.00 OR MORE

PLAY 1965 BIG LEAGUE BASEBALL GAMES

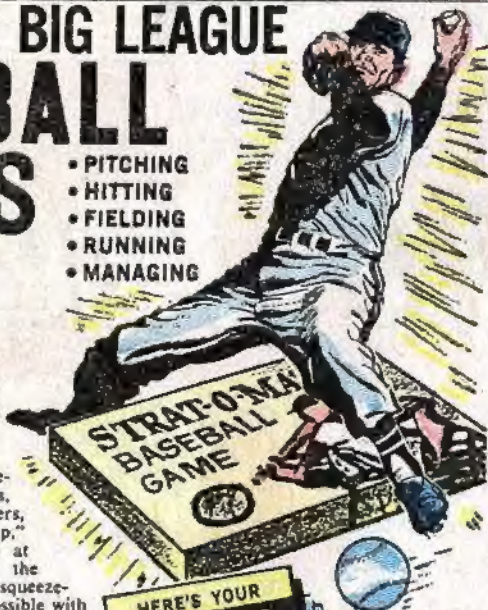
Easy to play, real thrilling,
exciting baseball with
STRAT-O-MATIC. 400 big
league players perform
according to their actual
abilities and your managerial
decisions. You, the manager,
call all strategy moves for all
20 major league teams.

You, the manager, not only de-
cide lineups, insert pinch-hitters,
pinch-runners, and relief pitchers,
play your infield "in or deep,"
and make defensive changes at
any time, but also call for the
sacrifice, steal, hit-and-run, and squeeze-
play. All strategy moves are possible with
STRAT-O-MATIC.

You have real control over all 400 major
league players — who actually hit, pitch,
field, and run according to their baseball
abilities.

Each player has truly individual qualities.
He slumps and goes into hot streaks,
performs heroics and commits errors.
With STRAT-O-MATIC all qualities of
a ballplayer are realistic.

- PITCHING
- HITTING
- FIELDING
- RUNNING
- MANAGING



HERE'S YOUR
**SEASON'S
PASS**

to hundreds of Big
League ball games.

You Take No Risk.
Fill out and mail for
free sample offer.

SEND FOR FREE SAMPLE OFFER NOW!

For example, in batting Harmon Kille-
brew will be among the leaders in both
homeruns and strikeouts. Roberto Cle-
mente will be among your batting average
leaders, but will hit less homeruns than
the average ballplayer.

In pitching, Jim Bouton will display
good control, be difficult to hit, but will
yield more "gopher balls" than most ma-
jor league pitchers.

In fielding, Willie Mays will make catches
which other outfielders would fail to
make. Bill Mazeroski will make fewer
errors and take away more would-be base
hits than other second basemen. In base
running, and stealing also, all players
will perform realistically.

The above are just some of STRAT-O-
MATIC's highlights. For the entire story,
mail coupon for a colorful FREE
BROCHURE containing full detailed
information and FREE STRAT-O-MATIC
SAMPLES. Don't delay. Write today!

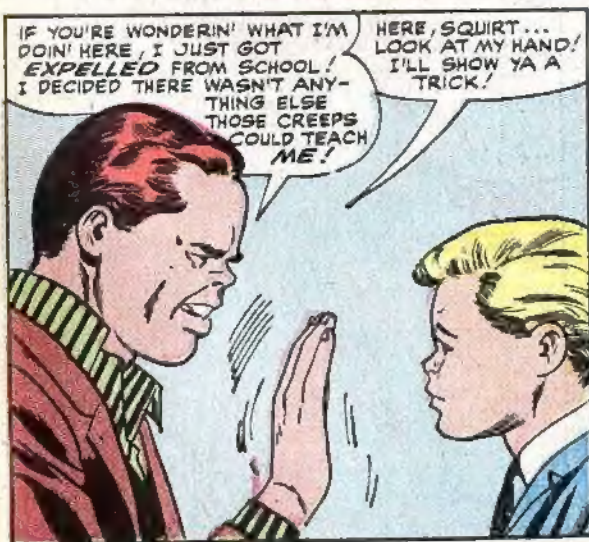
**Strat-O-Matic Game Co., Inc. Box 541, Great Neck, N. Y.
MAIL COUPON NOW FOR FREE SAMPLE OFFER**

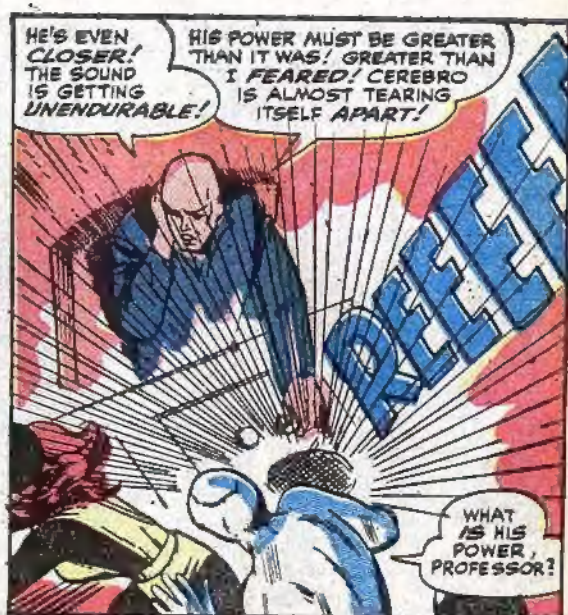
Strat-O-Matic Game Co., Inc., Dept. 182, Box 541, Great Neck, N. Y.
Send exciting FREE STRAT-O-MATIC Baseball Game offer and
samples via 3rd class mail.
(For speedy 1st class delivery, send 10¢ in coin or stamps.)

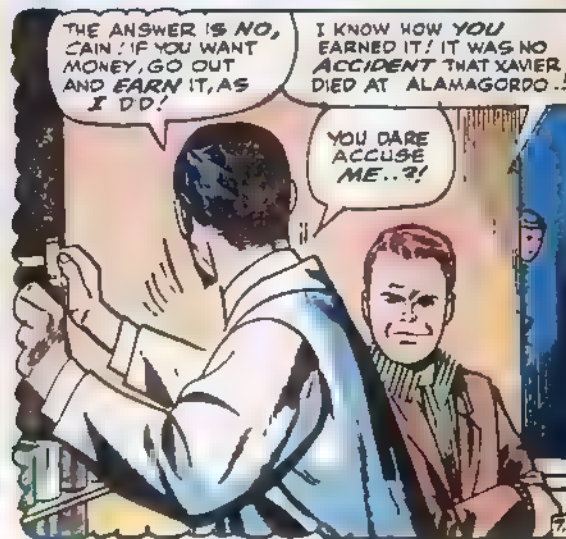
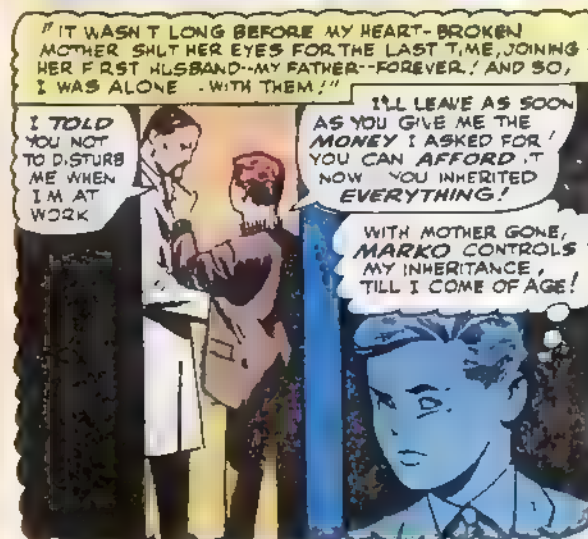
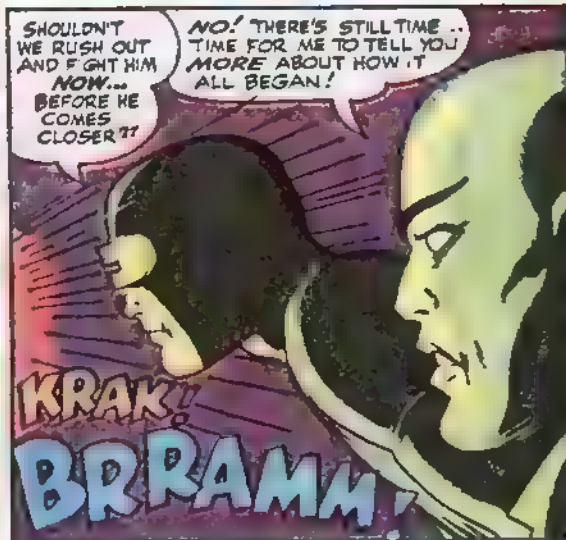
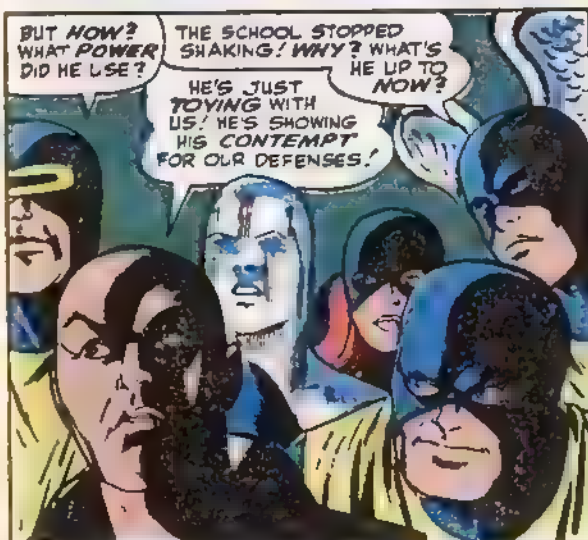
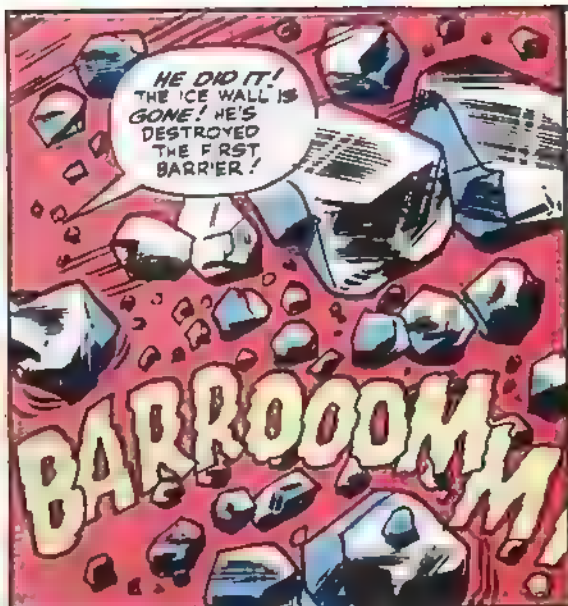
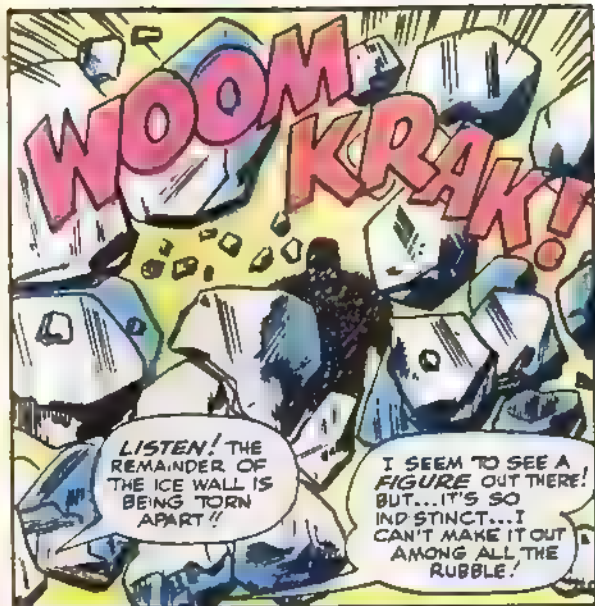
Name _____

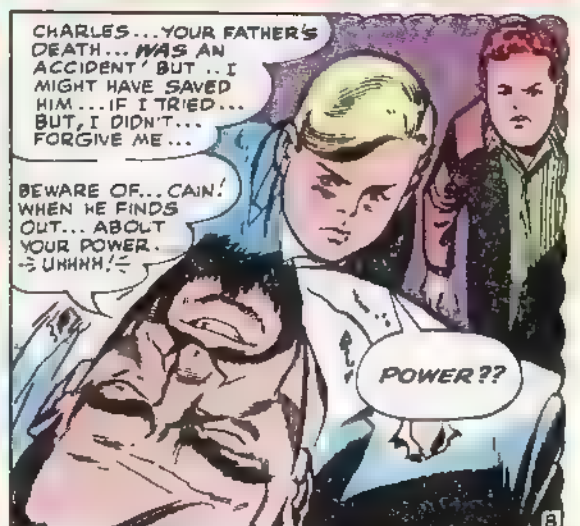
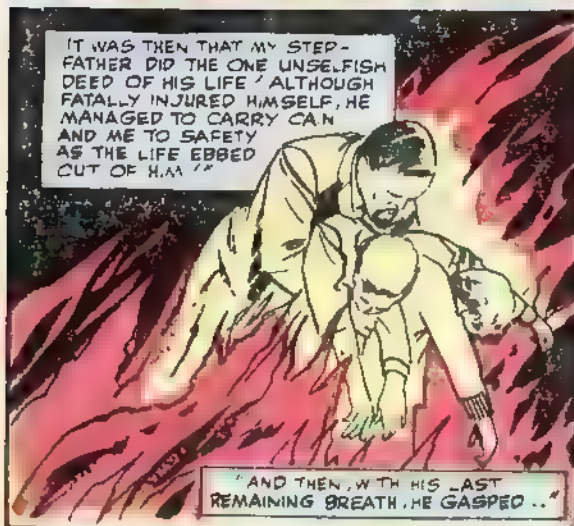
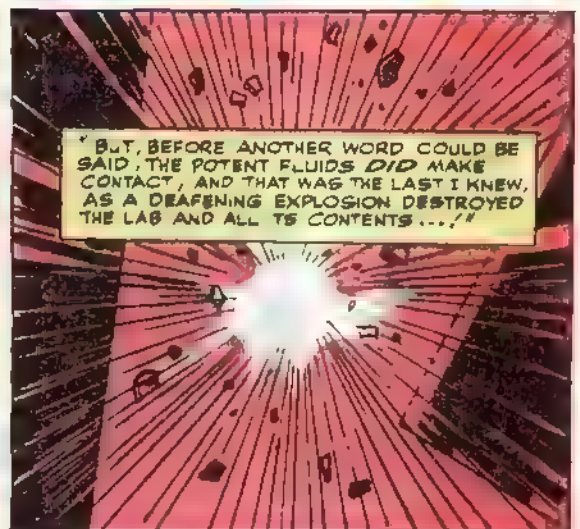
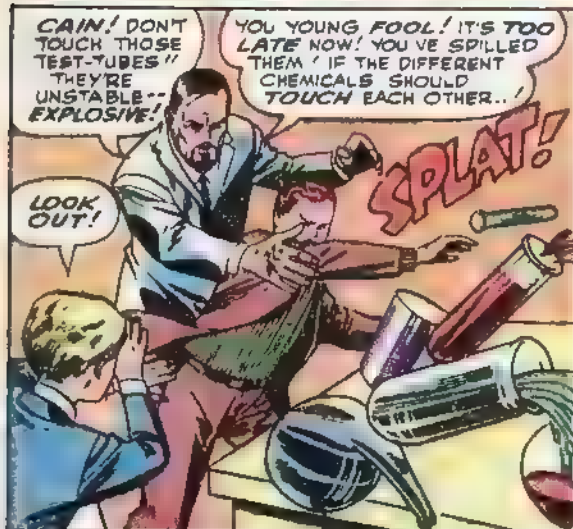
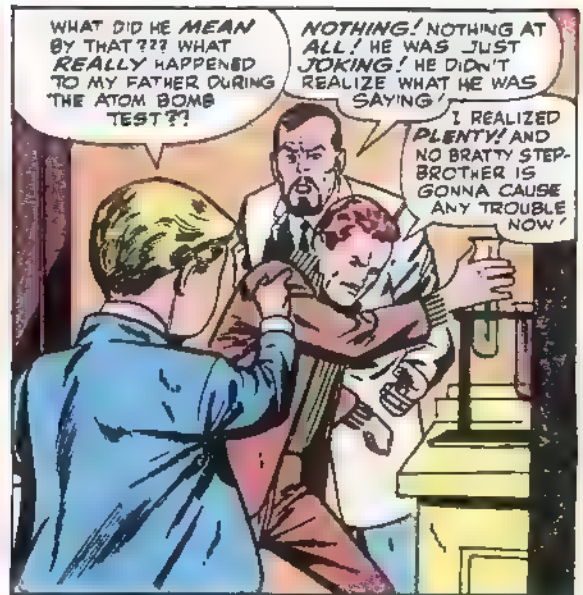
Address _____

City _____ State _____ Zip _____









CONTINUED AFTER NEXT PAGE

- says N.J.FLEMING - YUBIWAZA MASTER

*(YUBIWAZA IS THE SECRET, AMAZINGLY EASY ART OF SELF-DEFENSE THAT TURNS JUST ONE FINGER OR YOUR HANDS INTO A POTENT WEAPON OF DEFENSE-WITHOUT ANY BODILY CONTACT)

In just 2 hours after you receive "YUBIWAIZA" you will be on your way to being an invincible Yubiwoze Master, at home, this Fast, EASY picture way or it costs you nothing.



WHAT YUBIWAZA CAN DO FOR YOU IN JUST A FEW SECONDS

1103 P.M. - You return
from agency Modification
the new resulting remarks
to your desk

11:06 P.m. They caught
you with data and had
they you remember with
with 7/12/80 22

11:00 P.m. PLUG 7 SEC
Onda You are in
troubled - while every
handful is at the un

The VERA Division of the FBI - make this a case. The VERA play
is now in running away. The VERA is a husband and he has a wife
who is now in a good state of health. The VERA is a good man and a good
man.

IN A 2nd-DIGREE HOLDING OF THE BLACK BELT SYMBOL OF HIGH PROFICIENCY IN THE JAPANESE SYSTEM OF SELF-DEFENSE THAT USES NO WEAPONS BUT BARE HANDS I spent many years in Japan learning how to use the 28 ESSENTIALS. The most amazing is effective use of the 1st Defense to knock you out and end you in ALL the Japanese Training is contained in my **AMATEUR** new Yubiwa book. You are to have of you ANY NEW YUBIWA systems of Self Defense that makes use of an **EASY** to learn knowledge of a 1st degree and the 1st degree of the use of the 1st LINE Finger or the entire used a 1st degree and overcomes ANY expert attack is a common way to teach the 1st degree of Yubiwa young men and girls and it only a few hours of training turn to a 2nd and even a 3rd degree (high proficiency) in the 1st degree of Yubiwa making a third and a 4th and a 5th the fourth degree has consistent to a 5th

**NOW YOU TOO CAN
LEARN YUJITSAI**

The system is made up of several parts and each of these ONE finger letters has been made up of several parts. YIN, WAZA is a container of spirit of God. It is a spirit which is so simple and so effective that outsiders were never introduced into it. The system was restricted to Japanese who SHINKA to apply have the hands only in case of danger and attack by an aggressor. Many of the very best of the YIN WAZA have been made right and wrong and pictures of the ancient masters, or camp never shown to outsiders are still shown to YIN. FIRST TIME

Figure 1

"I WEIGH ONLY 98 LBS - YET I CAN PARALYZE A 200 POUND ATTACKER WITH JUST A FINGER - BECAUSE I KNOW YUBIWAZA!"

says Yoshie Imanami —
Pretty Japanese wife of N.J.
Fleming Yubiwaga Master



can make him my next neighbor
with the help of J. B. W. & A.

**MASTER EVERY
SITUATION!**

[illegible]

BECOME A NEW MAN!

Knowledge of YAGFA will turn you into a MEAN MAN even if you never actually have to use it. For you will become SELF ASSURED through your ability to handle your self. You will walk with a danger

mind and confident as someone with
 the knowledge that NOTHING can
 frighten you that you can deal
 with ANY major ANY negative
 situation and that you can do all
 that is SO badly enough. And
 from a respect and admiration
 for your courage.
 Thousands of men of all ages have
 your confidence and respect by
 learning TUBUWAIA YOU can do
 the same. You are it. You are
 more of me and more able to
 face yourself in these days when
 each one seems at one time and
 place face hardships, fears and
 discomforts by mind. You are
 for my equal. I am not
 TUBUWAIA and your friends
 say that TUBUWAIA has made
 a NEW MAN out of you. Every
 one will be involved.

TWO FREE GIFTS!

If you order now I'll include with
no extra charge 2 free gifts you
choose from the range of NOW TO EASILY
OVERCOME ANY NASTY AM
BIG TOY COMPANY BASHFULNESS
AND SHYNESS PLUS NOW TO DO
SIBLING NAME STUNTS WITH EASE
And I've even promptly included
several without extra charge your
personal Member Ship Card in the
Airmail bag You want Federation

**SPECIAL
INTRODUCTORY PRICE
COMPLETE
\$198
YOU PAY
ONLY**

✓ Nothing Else To Buy
Packed With PHOTOS
AND ILLUSTRATIONS
BY N. SIMON
AND HIS WIFE
YOUME

YUD WAZA SYSTEM DEPT Y 2 [REDACTED] NEWARK ? NEW JERSEY

FREE WITH YOUR ORDER — THESE 2
THRILLING AND USEFUL GIFTS!



HOW TO EASILY OVERCOME
AND MASTER INFERIORITY
COMPLEX BASHFULNESS
SHYNESS

...there did you know that you have an
 ...forced resources with your personality
 ...times that can help you along in life
 ...I think was more good than bad. If you
 ...certainly samples as you are beautiful or she
 ...when you just read this coming new Guide
 ...to becoming these handbooks You know
 ...how to make the right approach
 ...to say and how to get it's how to break
 ...the new stage a valuable sign!



**"HOW TO DO
STRONG MAN
STUNTS WITH EASE"**

Would you like to know how to make a simple
 plate to help or large to help
 handed using very little strength and
 and a plate by using length and
 and? We show splitting a bottle cap
 how YOU CAN DO ALL OF THIS if you
 know the secret And the secret, NOT brute
 strength but rather your own personal cap-
 al HOW TO DO STRONG MAN STUNTS WITH
 EASY then you see it how each is it
 a perfect! Start (coupon NOW)

[illegible]

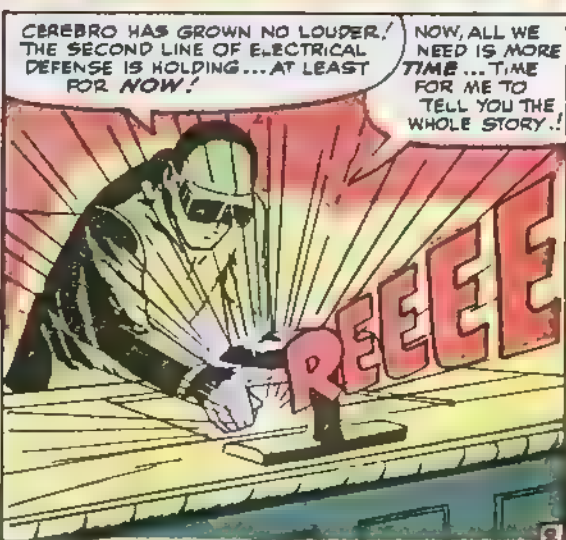
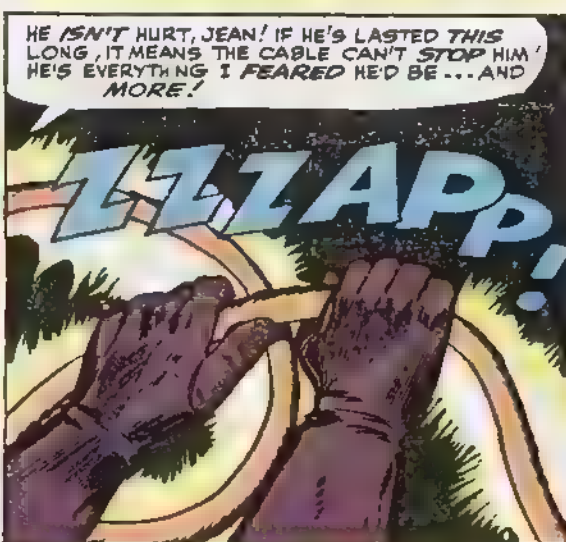
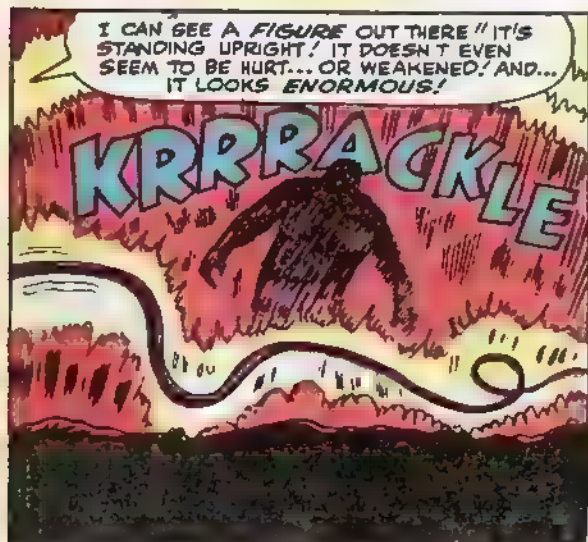
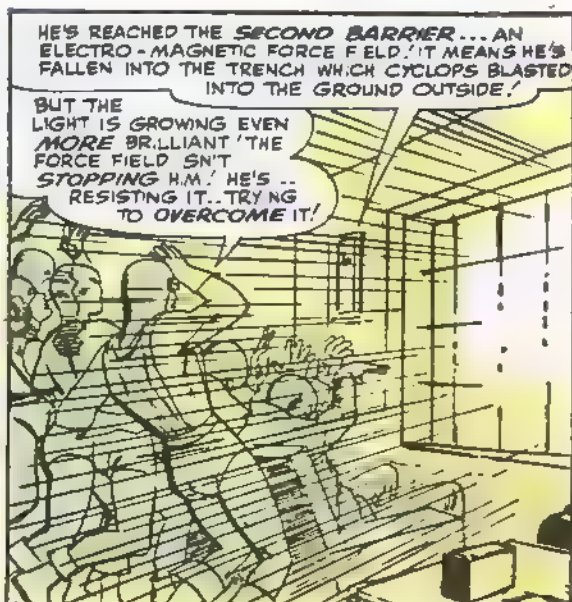
JOHNSON SYSTEM DEPT Y-
85 Market St NEWARK 2 NEW JERSEY

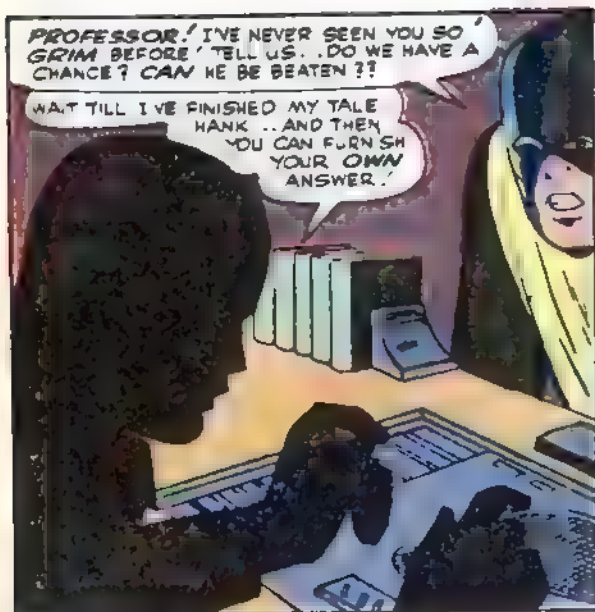
Thank your company for WJLA Program in giant wrapper
I am on 11:00 AM at payment. I will continue to
buy my candy and will be delighted with my
sampling and WJLA power or you will reduce my
money. I will return my 1988 gift with WJLA-2-
my personal note. NOW TO FIGHT OFFER AND
also a note about COMEAL BASEMENT AND
INVESTING and NOW TO DO STRONG MAN STUNT
WITH 1988

NAME _____ AGE _____

ADDRESS _____

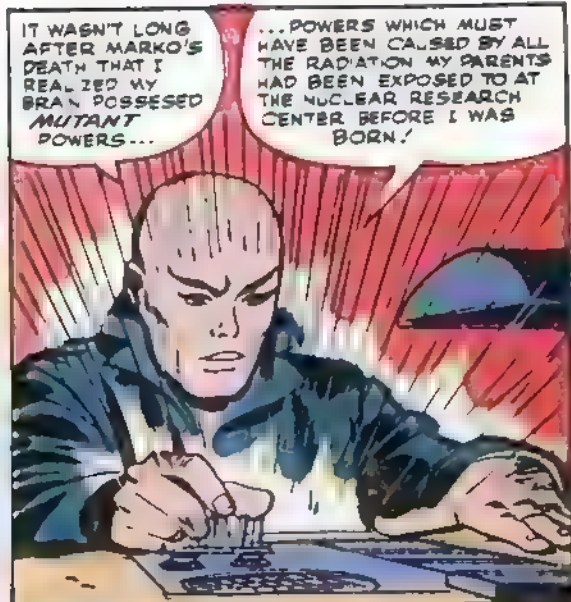
CITY _____ ZONE _____ STATE _____





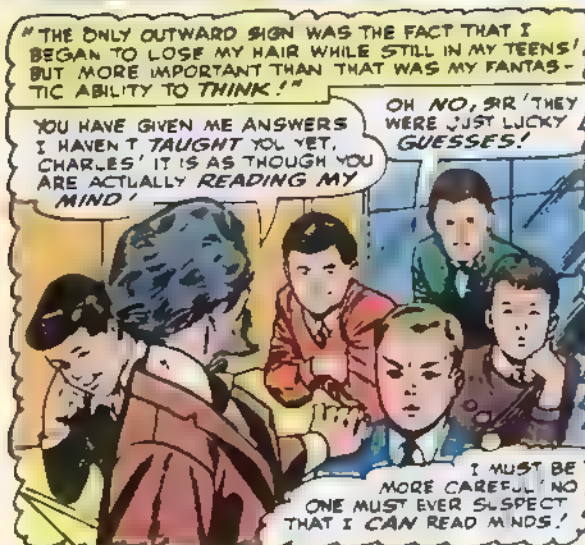
PROFESSOR! I'VE NEVER SEEN YOU SO GRIM BEFORE! TELL US... DO WE HAVE A CHANCE? CAN HE BE BEATEN?!

WAIT TILL I'VE FINISHED MY TALE HANK... AND THEN YOU CAN FURNISH YOUR OWN ANSWER!



IT WASN'T LONG AFTER MARKO'S DEATH THAT I REALIZED MY BRAIN POSSESSED **MUTANT POWERS**...

...POWERS WHICH MUST HAVE BEEN CAUSED BY ALL THE RADIATION MY PARENTS HAD BEEN EXPOSED TO AT THE NUCLEAR RESEARCH CENTER BEFORE I WAS BORN!

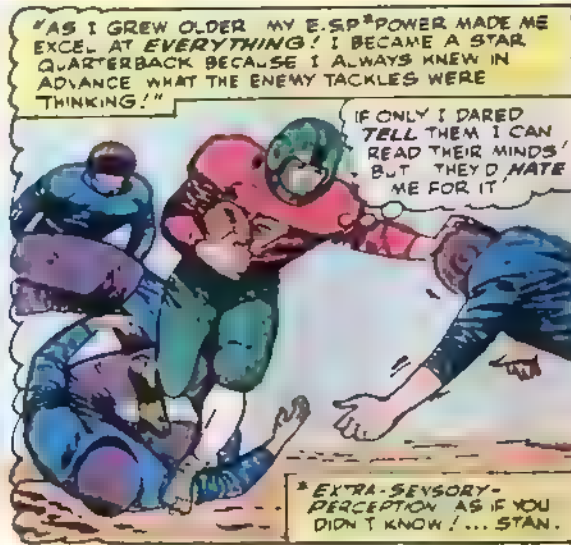


"THE ONLY OUTWARD SIGN WAS THE FACT THAT I BEGAN TO LOSE MY HAIR WHILE STILL IN MY TEENS! BUT MORE IMPORTANT THAN THAT WAS MY FANTASTIC ABILITY TO THINK!"

YOU HAVE GIVEN ME ANSWERS I HAVEN'T TAUGHT YET, CHARLES! IT IS AS THOUGH YOU ARE ACTUALLY READING MY MIND!

OH NO, SIR! THEY WERE JUST LUCKY GUESSES!

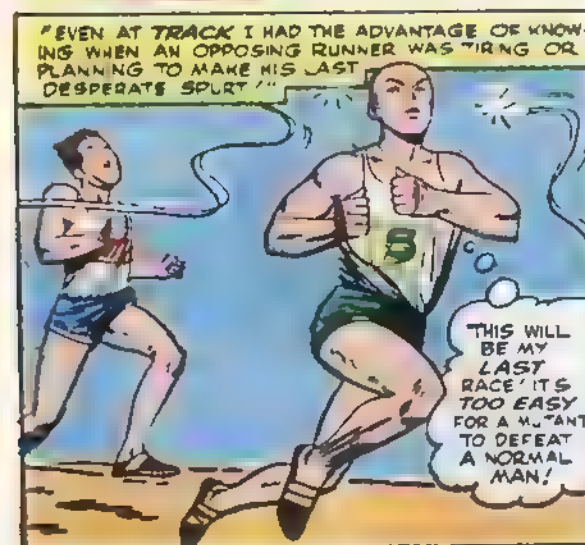
I MUST BE MORE CAREFUL! NO ONE MUST EVER SUSPECT THAT I CAN READ MINDS!



"AS I GREW OLDER MY E.S.P.* POWER MADE ME EXCEL AT EVERYTHING! I BECAME A STAR QUARTERBACK BECAUSE I ALWAYS KNEW IN ADVANCE WHAT THE ENEMY TACKLES WERE THINKING!"

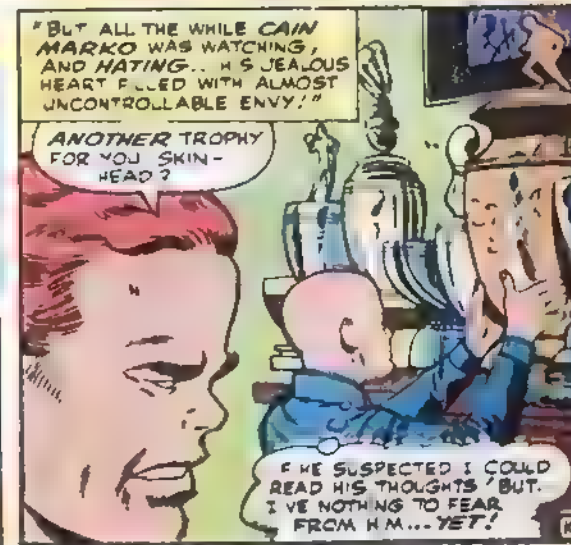
IF ONLY I DARED TELL THEM I CAN READ THEIR MINDS! BUT THEY'D HATE ME FOR IT!

*EXTRA-SENSORY PERCEPTION AS IF YOU DIDN'T KNOW!... STAN.



"EVEN AT TRACK I HAD THE ADVANTAGE OF KNOWING WHEN AN OPPOSING RUNNER WAS TIRING OR PLANNING TO MAKE HIS LAST DESPERATE SPURT!"

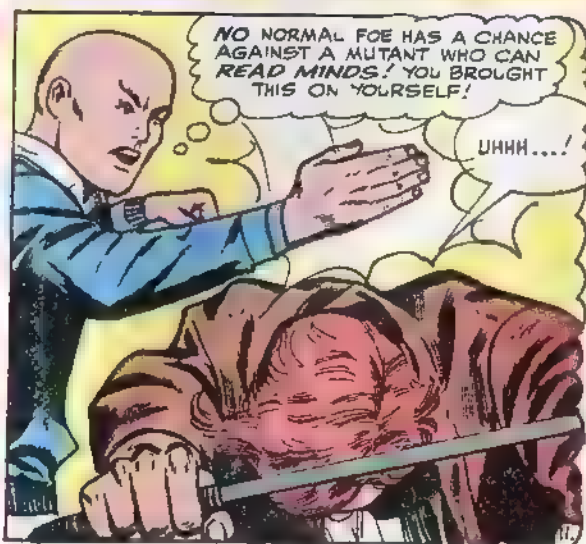
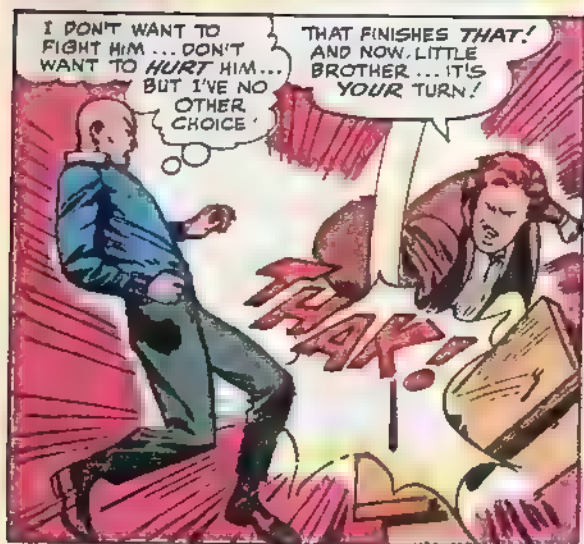
THIS WILL BE MY LAST RACE! IT'S TOO EASY FOR A MUTANT TO DEFEAT A NORMAL MAN!

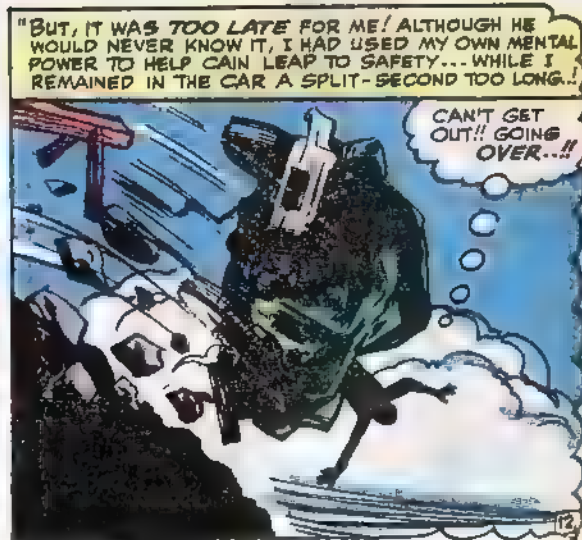
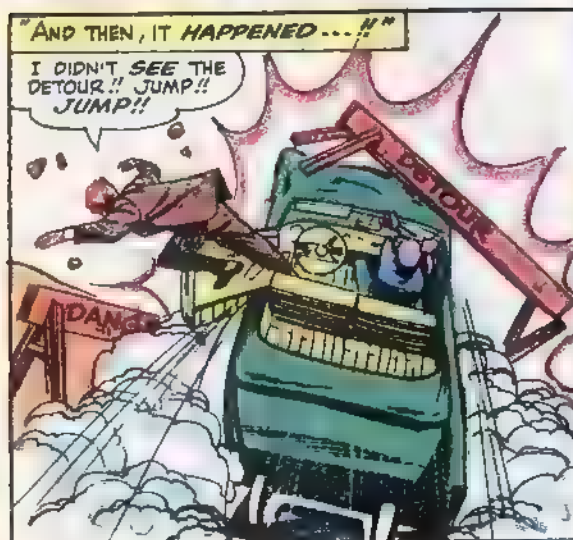
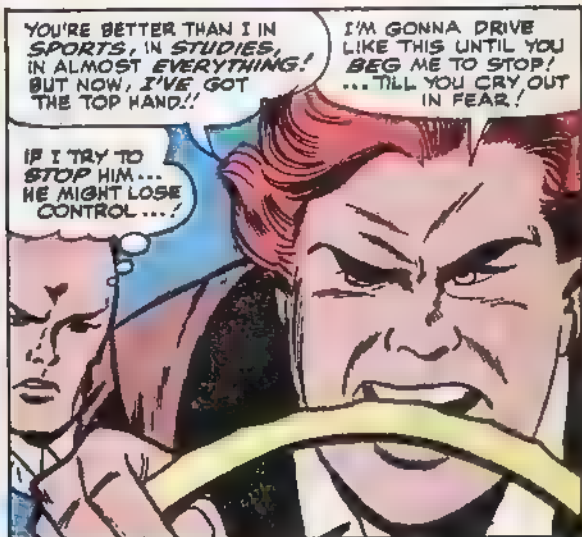
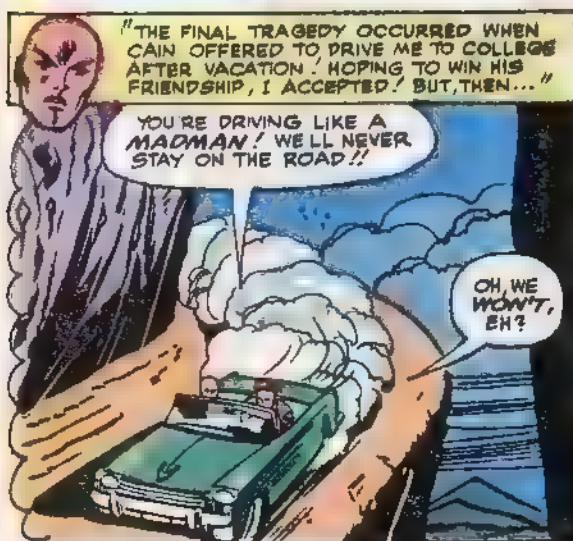
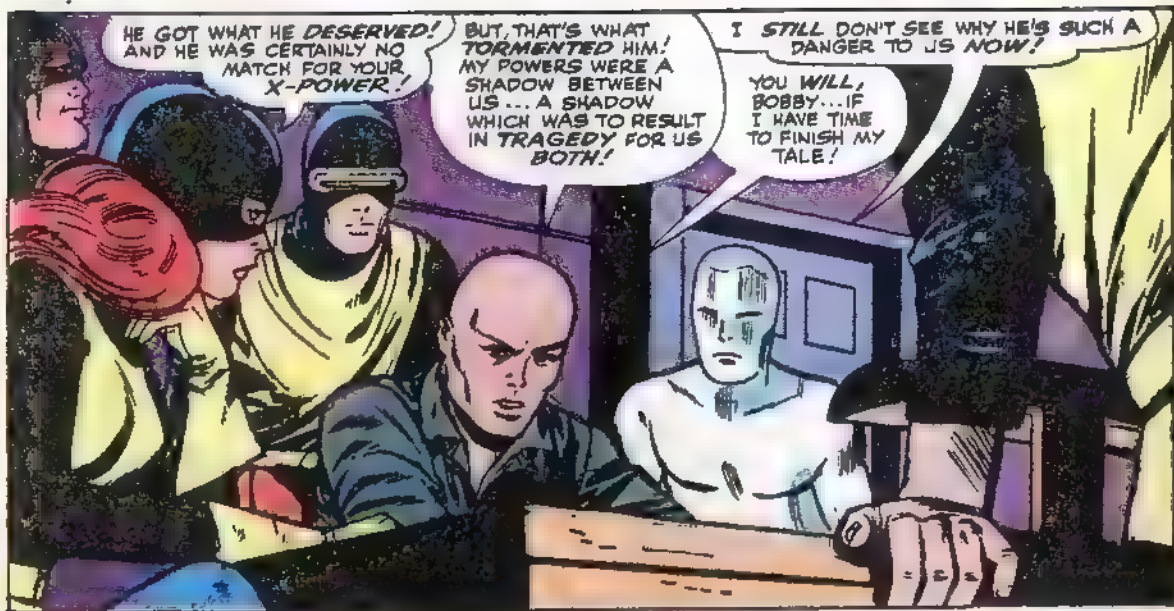


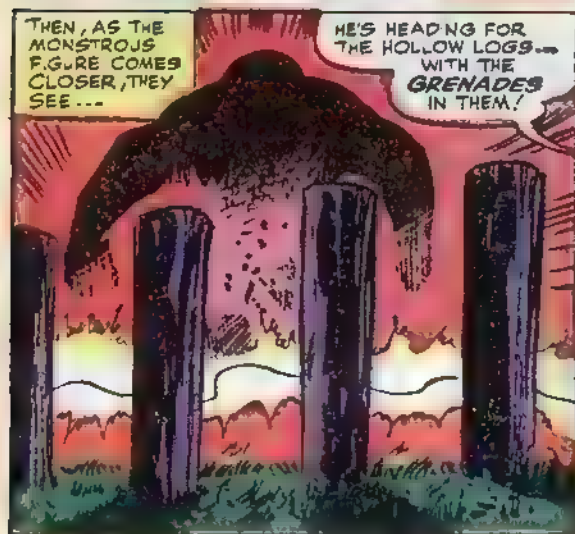
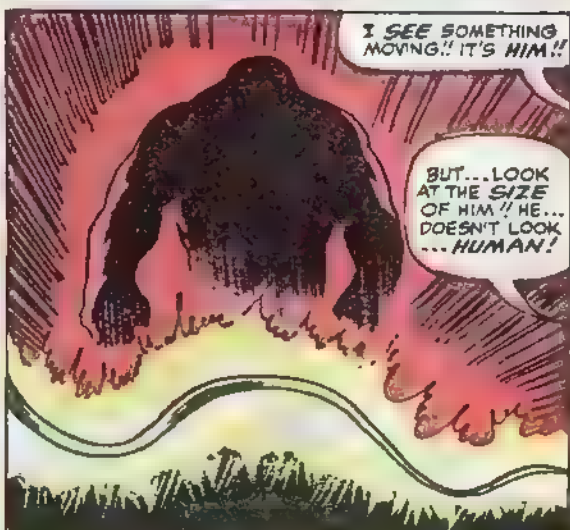
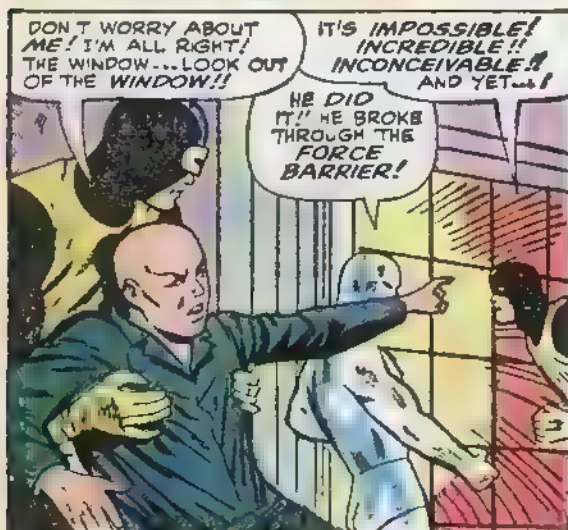
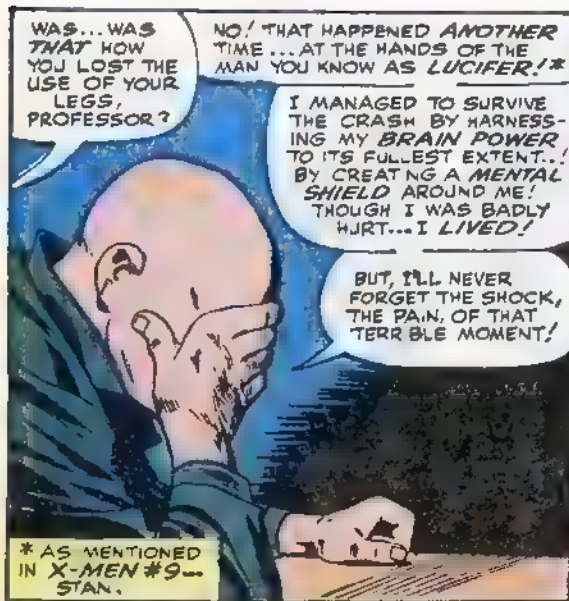
"BUT ALL THE WHILE CAIN MARKO WAS WATCHING, AND HATING... HIS JEALOUS HEART FILLED WITH ALMOST UNCONTROLLABLE ENVY!"

ANOTHER TROPHY FOR YOU SKIN-HEAD?

IF HE SUSPECTED I COULD READ HIS THOUGHTS! BUT... I'VE NOTHING TO FEAR FROM H.M... YET!







CONTINUED AFTER NEXT PAGE



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NEW - POCKET SIZE INVENTION

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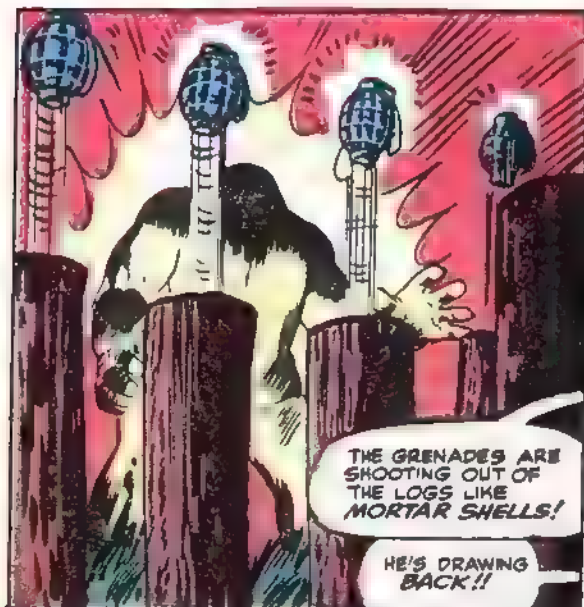
Post Office _____

State _____

Print Your Last Name Plainly Here

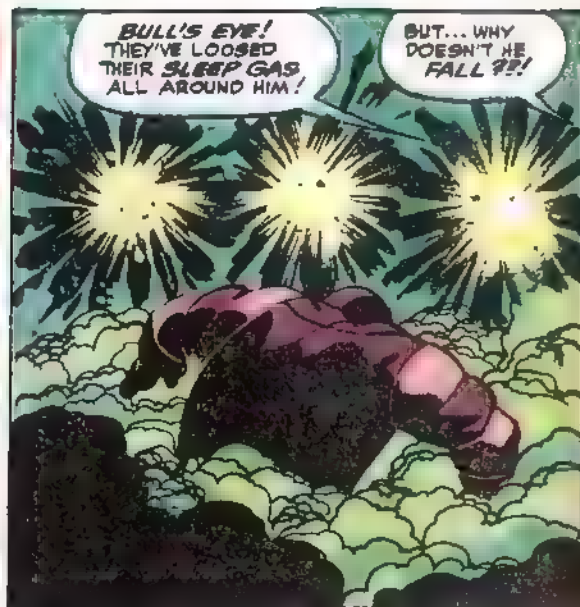
Zip Code No.

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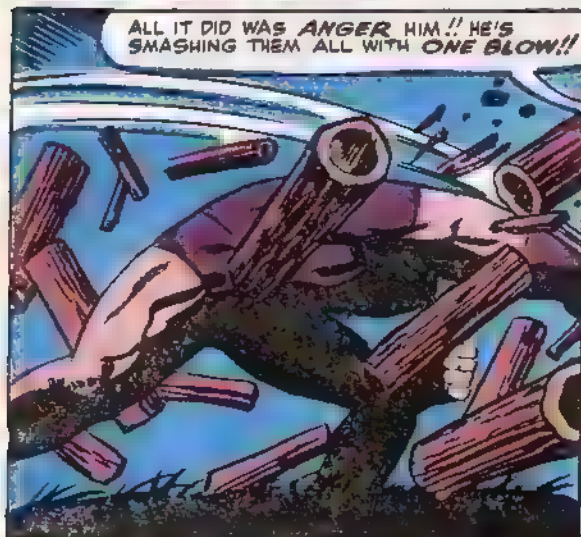
THE GRENADES ARE SHOOTING OUT OF THE LOGS LIKE MORTAR SHELLS!

HE'S DRAWING BACK!!

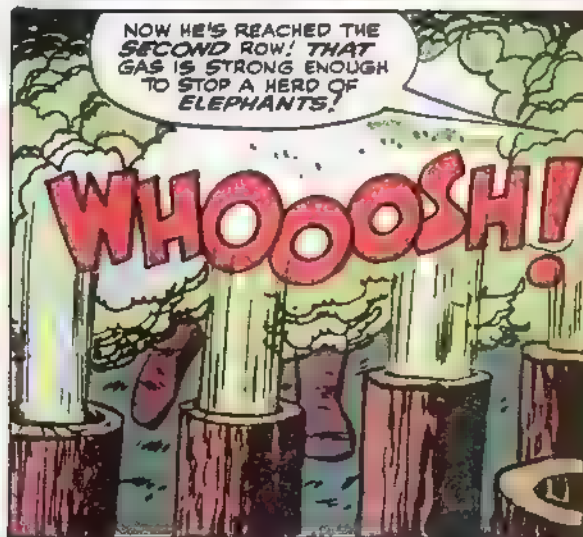


BULL'S EYE! THEY'VE LOOSED THEIR SLEEP GAS ALL AROUND HIM!

BUT... WHY DOESN'T HE FALL??!

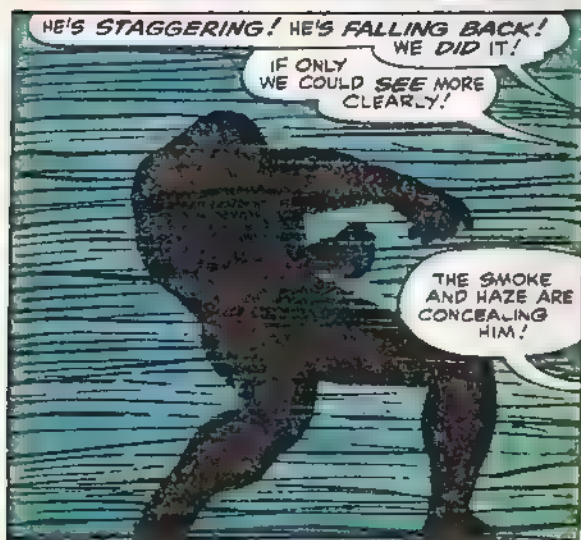


ALL IT DID WAS ANGER HIM!! HE'S SMASHING THEM ALL WITH ONE BLOW!!



NOW HE'S REACHED THE SECOND ROW! THAT GAS IS STRONG ENOUGH TO STOP A HERD OF ELEPHANTS!

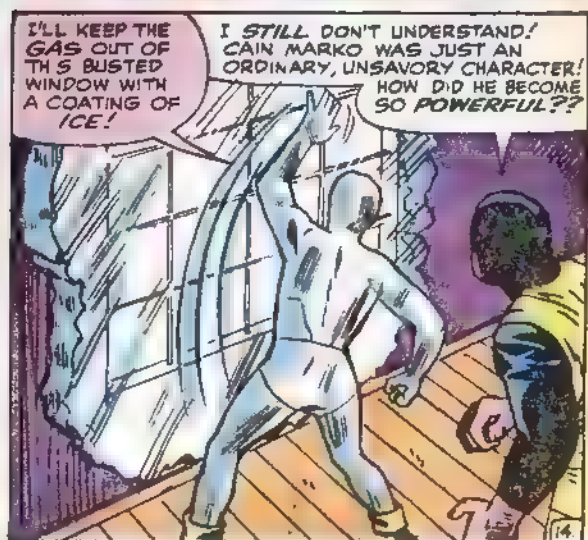
WHOOOSH!



HE'S STAGGERING! HE'S FALLING BACK! WE DID IT!

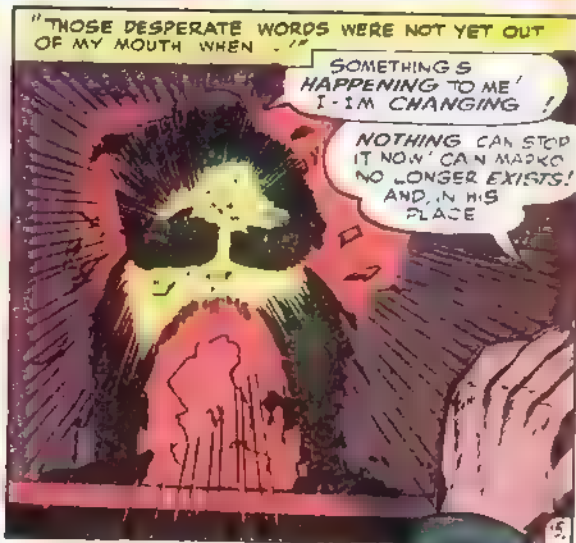
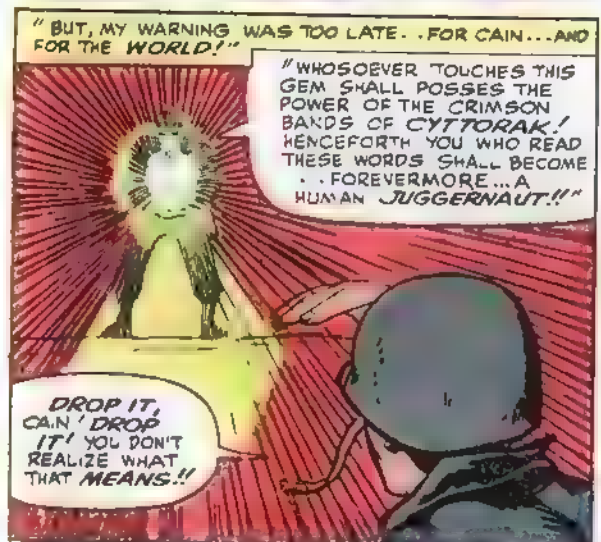
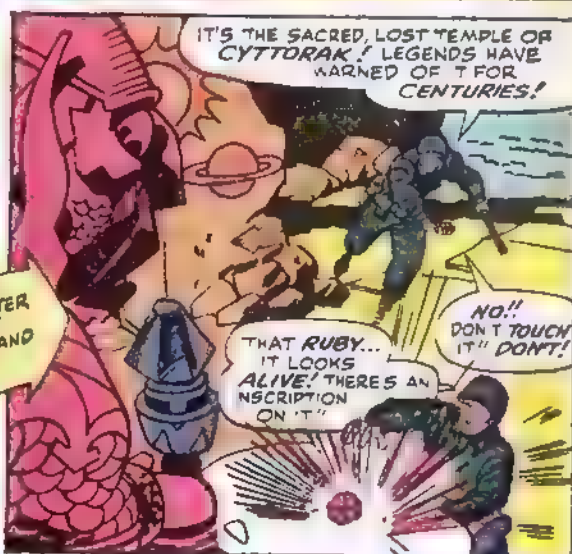
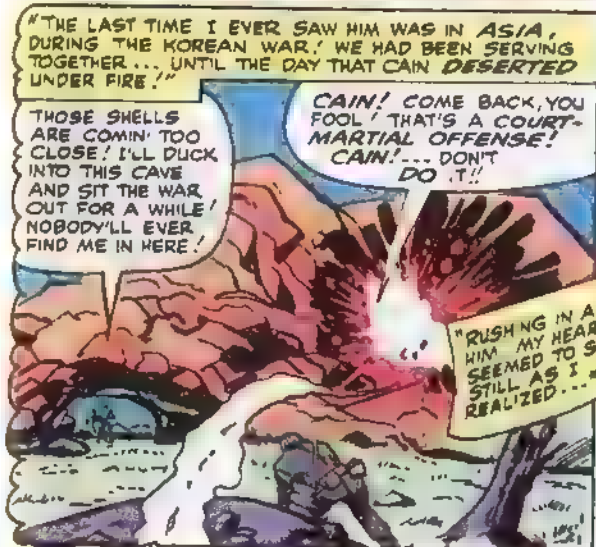
IF ONLY WE COULD SEE MORE CLEARLY!

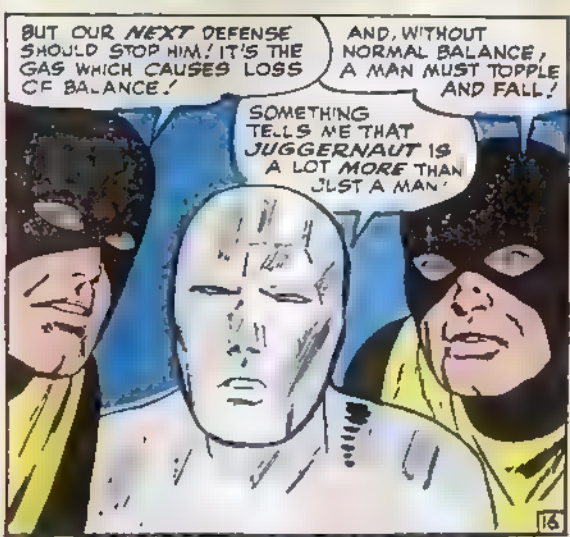
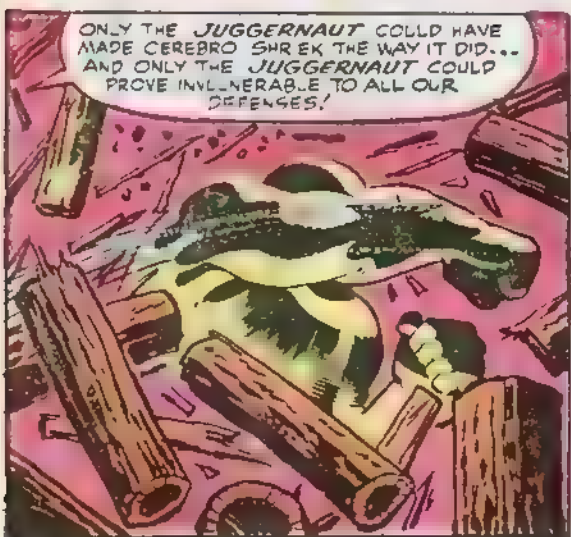
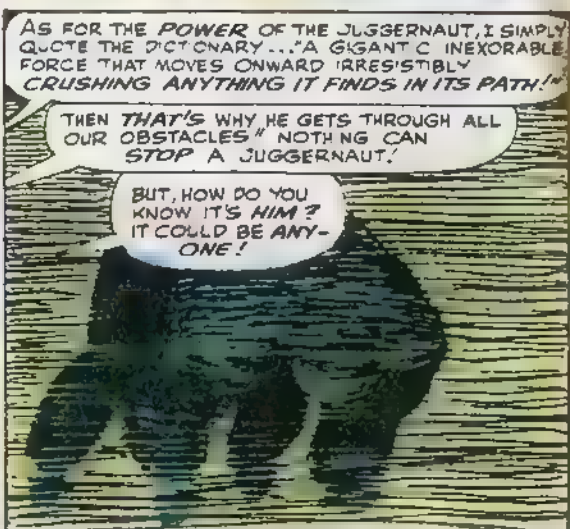
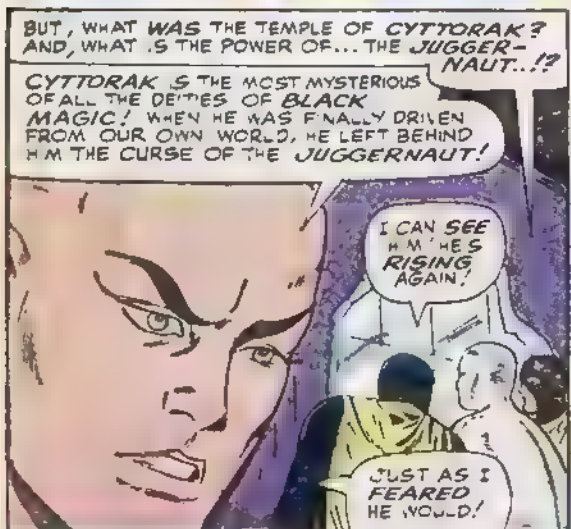
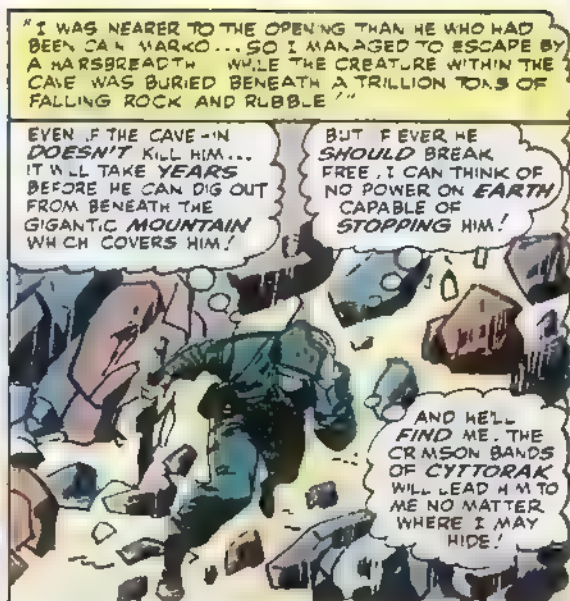
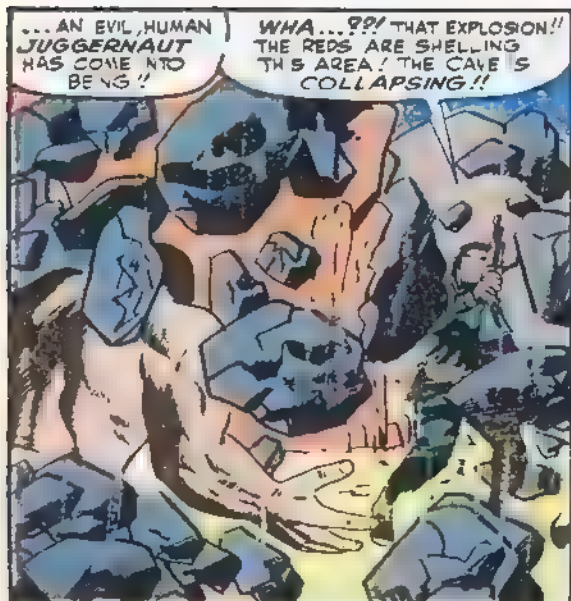
THE SMOKE AND HAZE ARE CONCEALING HIM!



I'LL KEEP THE GAS OUT OF THIS BUSTED WINDOW WITH A COATING OF ICE!

I STILL DON'T UNDERSTAND! CAIN MARKO WAS JUST AN ORDINARY, UNSAVORY CHARACTER! HOW DID HE BECOME SO POWERFUL??





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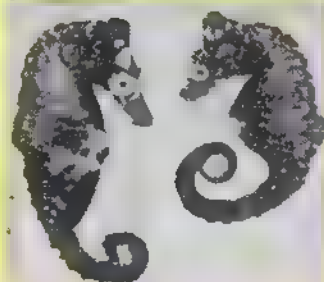
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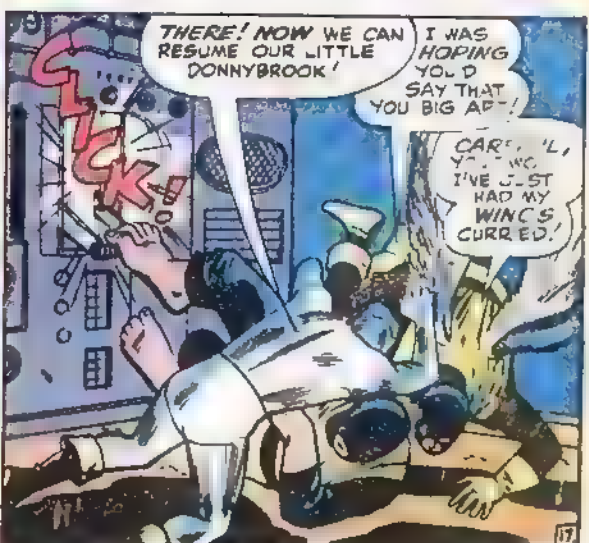
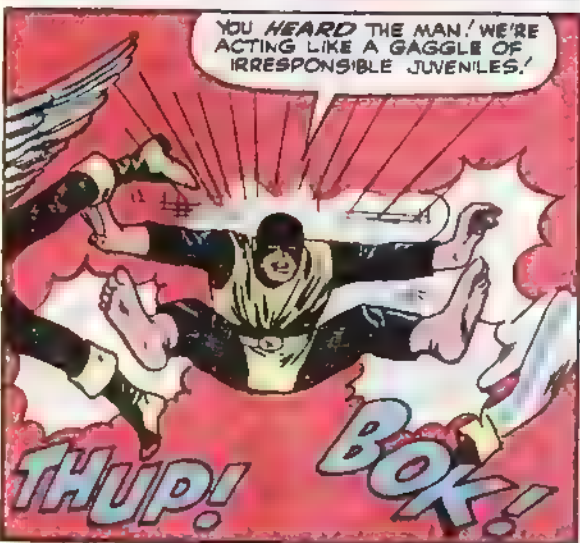
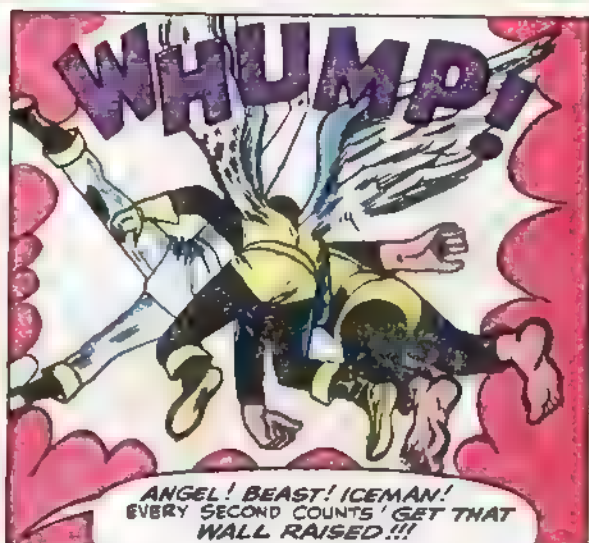
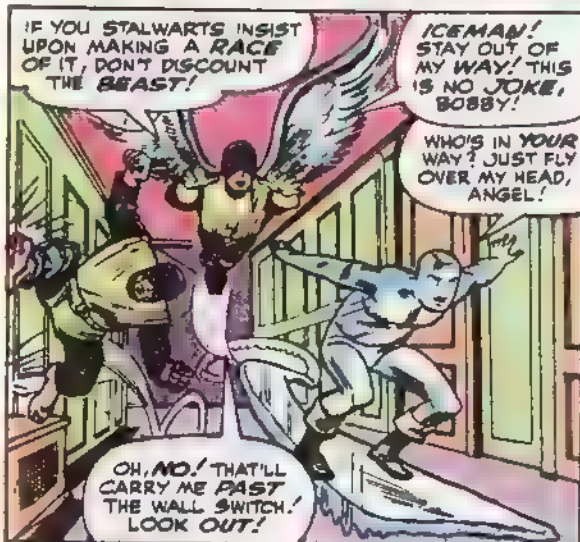
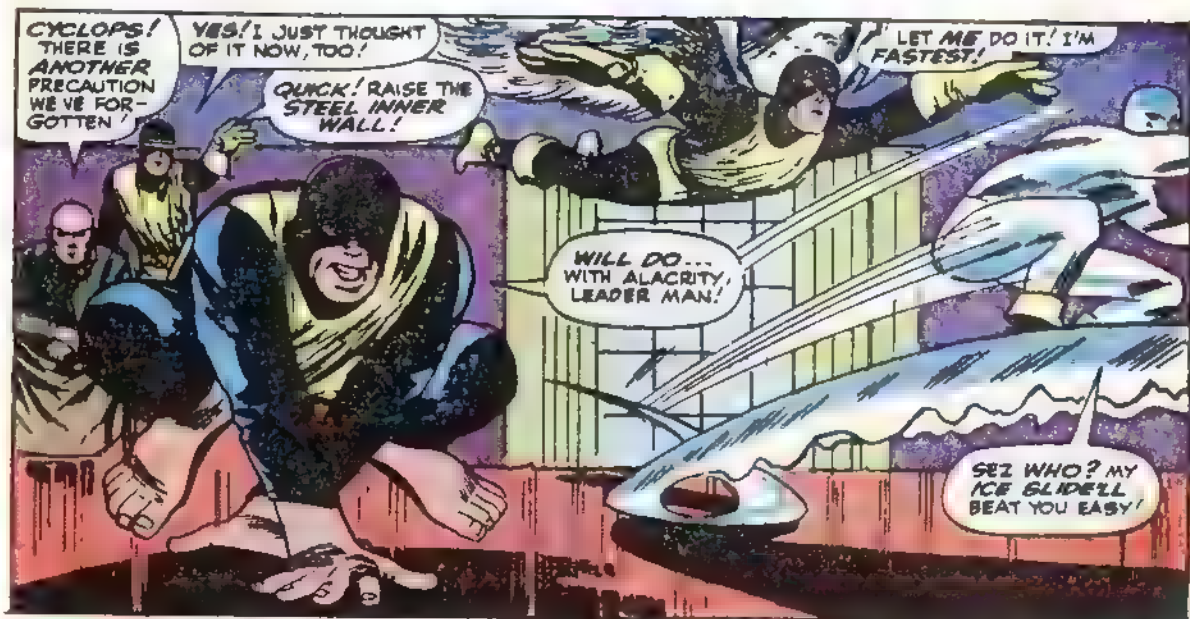
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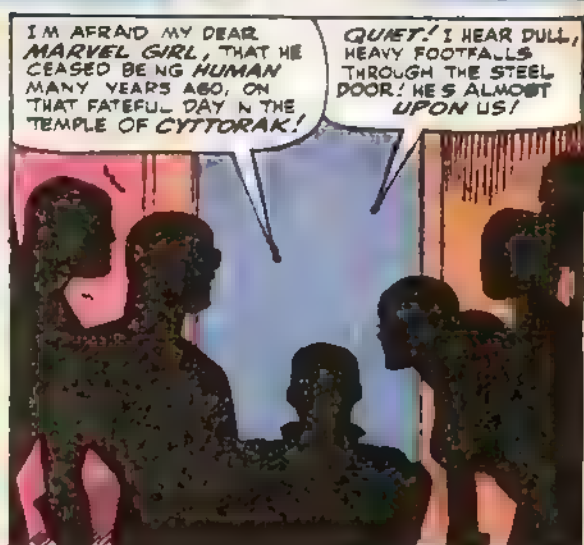
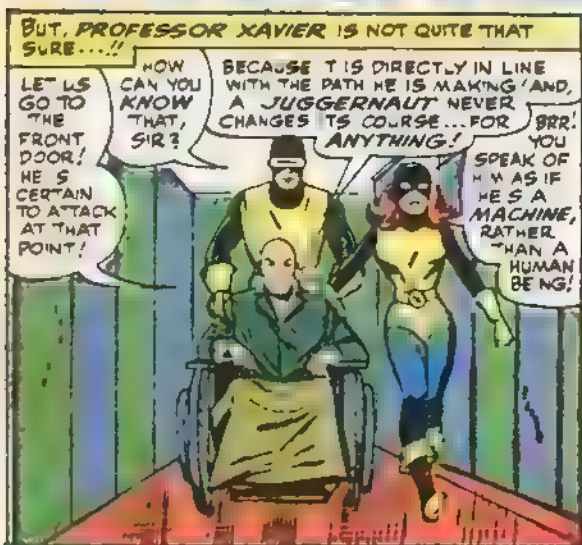
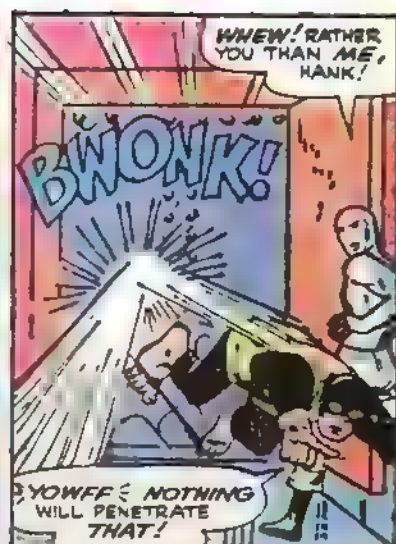
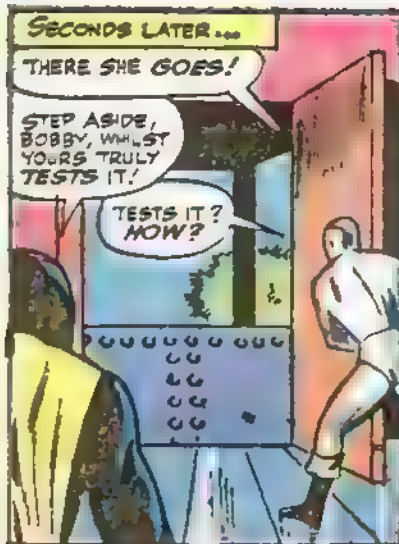
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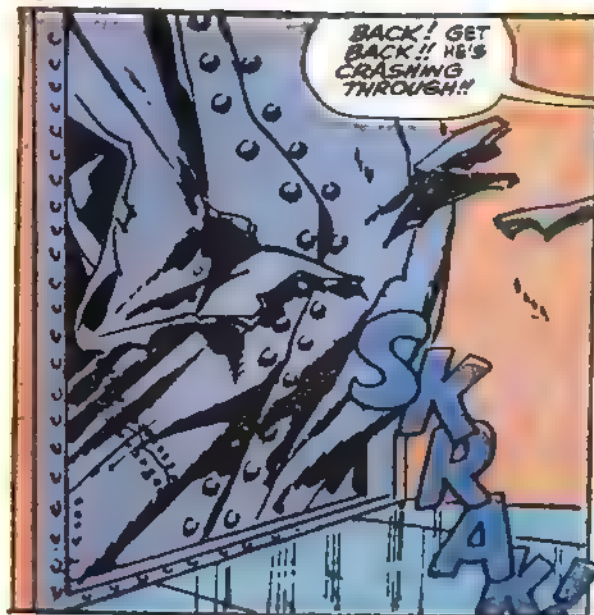
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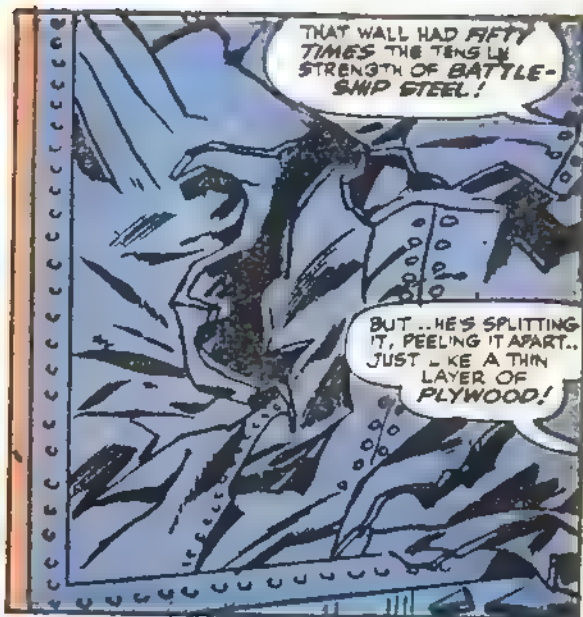
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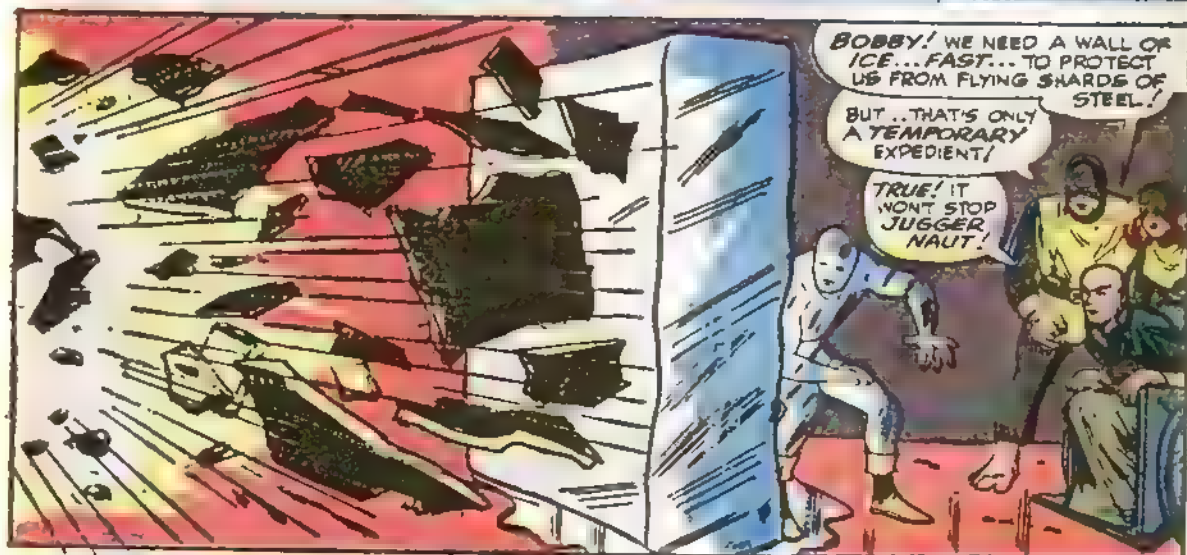


BACK! GET
BACK!! HE'S
CRASHING
THROUGH!!



THAT WALL HAD FIFTY
TIMES THE TENSILE
STRENGTH OF BATTLE-
SHIP STEEL!

BUT...HE'S SPLITTING
IT, PEELING IT APART...
JUST LIKE A THIN
LAYER OF
PLYWOOD!



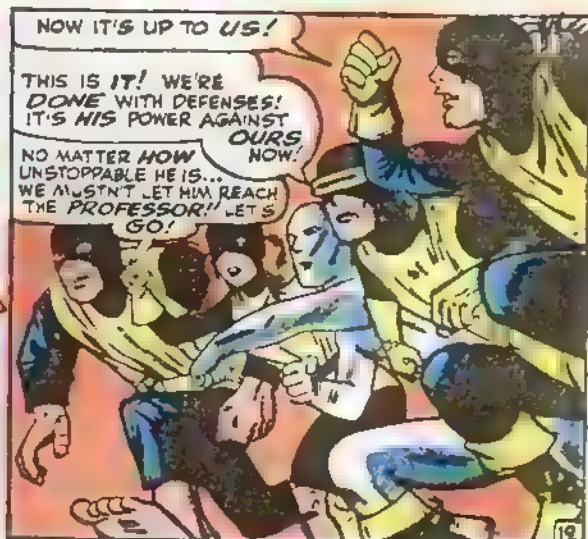
BOBBY! WE NEED A WALL OF
ICE...FAST... TO PROTECT
US FROM FLYING SHARDS OF
STEEL!

BUT...THAT'S ONLY
A TEMPORARY
EXPEDIENT!

TRUE! IT
WON'T STOP
JUGGER
NAUT!



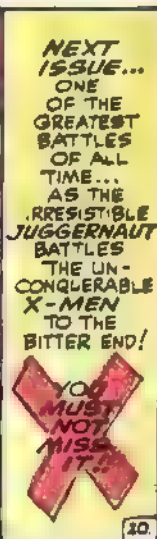
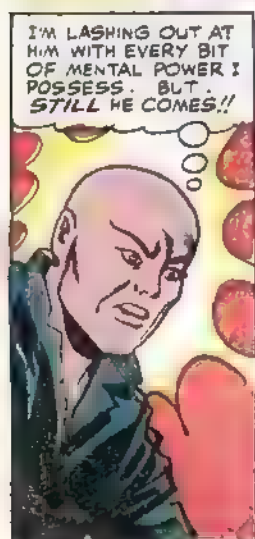
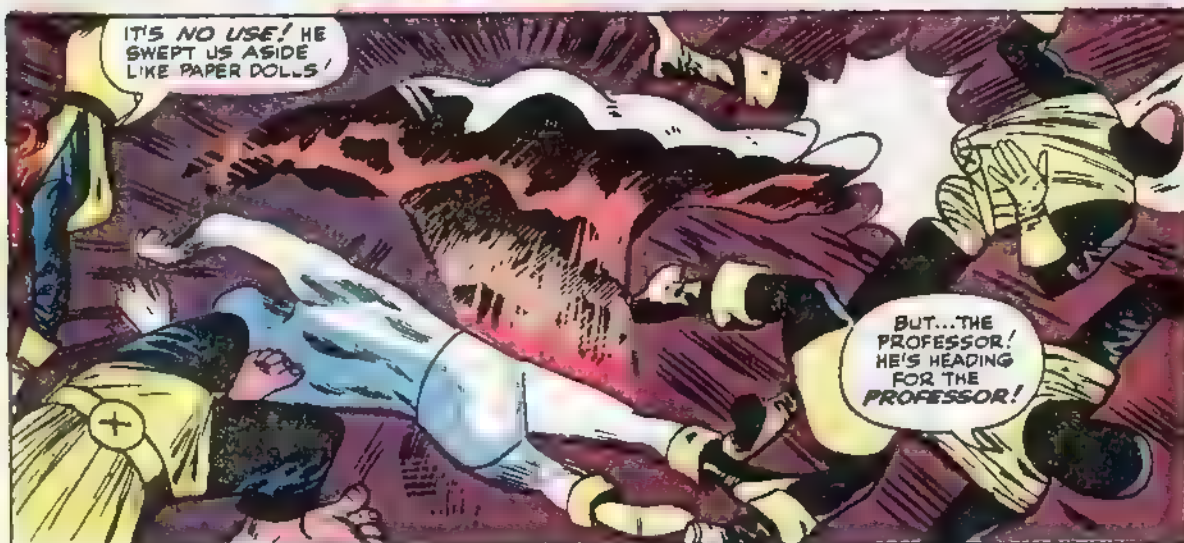
HE BROKE
THROUGH!!



NOW IT'S UP TO US!

THIS IS IT! WE'RE
DONE WITH DEFENSES!
IT'S HIS POWER AGAINST
OURS NOW!

NO MATTER HOW
UNSTOPPABLE HE IS...
WE MUSTN'T LET HIM REACH
THE PROFESSOR!! LET'S
GO!



NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...



Are you proud of your paycheck?

You could be . . . If you mastered Auto Mechanics, a well-paid trade

You have been thinking of improving yourself. You would like to get a technical education, so that you can qualify for a better job and greater security. Why not consider the automotive field, one of America's greatest? Over 7 million cars and trucks are sold each year. These, added to the 57 million vehicles already in use, provide a rich source of rewarding jobs for trained mechanics. The pay is well above average, work is steady and opportunities exist in almost any community.

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You don't need a formal education or previous experience to master auto mechanics. You can learn at home by devoting a few hours each evening and week-end to training. CTI, one of America's foremost auto training schools, will send lessons that are easy to read and understand. You'll receive tools and instruments, as well as shop projects, to help you gain experience as you learn. You keep your present job and switch to your new occupation when you are ready.

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Student letters prove training works

"Have started my own tune-up and brake shop."—C. Gunz, Cal. "Am proud I finished course. Have two job offers."—Barden Vance, Ind. "Am working as a mechanic and earn twice what I used to. Made \$25 a week as I trained."—Jerome Slowik, Ill. "Am now a senior auto mechanic. Made \$800 during training."—Ronald Wharton, Ind.

15 KITS OF TOOLS AND TESTING INSTRUMENTS



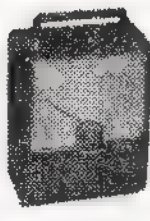
MECHANIC'S TOOLS INCLUDING SOCKET SET AND TRAY



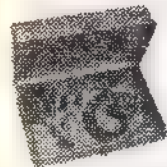
TORQUE WRENCH



VISO-ANALYZER (VOLT-AMPERE TESTER)



CAM ANGLE TACHOMETER



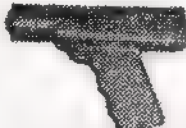
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As part of your training, CTI also sends instruction on either Diesel Mechanics or Body & Fender Rebuilding. These lessons may add considerably to your earning potential. No extra charge. Only CTI gives you a choice.

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HERE AT LAST!

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YOU'VE BOMBARDED US FOR YEARS WITH DEMANDS FOR T-SHIRTS, BUT WE WAITED TILL WE COULD FIND SOME THAT WOULD REALLY BE WORTH THE DOUGH... THAT WOULD BE GOOD ENOUGH FOR THE GREATEST FANS IN THE WORLD, NAMELY YOU! AND NOW WE'VE GOT 'EM! JUST WAIT'LL YOU SLIP INTO THESE SNUG-FITTING, BRIGHTLY COLORED, GUARANTEED T-SHIRTS... YOU'LL BE A SENSATION!

REMEMBER, THESE SPECTACULAR SHIRTS POSITIVELY CANNOT BE BOUGHT IN STORES! YOU'VE GOT TO GET YOURS THE HARD WAY, BY SENDING A COUPON! SO HURRY! BE THE FIRST IN YOUR PADDED CELL TO WEAR ONE!

MAKE OUT CHECK OR MONEY ORDER TO MARVEL COMICS GROUP



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I'M SICK OF BEING A BADLY-DRESSED SLOB! MAKE ME A WELL-DRESSED SLOB! HERE'S MY \$1.50, AND I CHECKED THE BOX WITH MY CORRECT SIZE... RUSH ME MY **X-MEN T-SHIRT** SO I CAN DRIVE THE NEIGHBORS WILD!

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ADDRESS _____
CITY _____ STATE _____

(CHECK ONE...)

ADULT SIZES ☐ SMALL ☐ MEDIUM ☐ LARGE ☐
YOUTH SIZES ☐ SMALL ☐ MEDIUM ☐ LARGE ☐

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Aaron Focaz Roosevelt, N.Y.	John G. Ordano Long Island City, N.Y.	Chuckie Clements Gaston, N.C.
Paul Gambaccini Westport, Conn.	Ronnie Tucker Phoenix, Ariz.	Thomas E. Freeman Indianapolis, Ind.
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	Bob Brenner Oak Park, Mich.	

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MAKE OUT CHECK OR MONEY ORDER TO MARVEL COMICS GROUP
M.M.M.S.
MARVEL COMICS GROUP
625 MADISON AVE.
NEW YORK CITY, N.Y. 10022



HI, GANG!
LET'S FACE IT! I'M A MARVEL MADMAN, TOO! HERE'S MY HARD-EARNED BUCK! NOW, THE LEAST YOU CAN DO IS RUSH ALL THOSE NUTTY GIZMOS REAL FAST, TO...

NAME _____
ADDRESS _____
CITY _____ STATE _____ AGE _____
SCHOOL, COLLEGE
OR OCCUPATION _____
'NUFF SAID!

SO!
YOU DIDN'T
JOIN THE
M.M.M.S.,
YET, EH?

DON'T PANIC!
THERE'S STILL
TIME! WE'VE
BEEN SAVING
THIS COUPON
JUST FOR
YOU!

LET'S
VISIT
THE

X-MEN

SEND YOUR
LETTERS TO
THE MARVEL
COMICS GROUP
SECOND FLOOR
625 MADISON AV.
NEW YORK 10022
N. Y.

—Bet you thought we'd never get around to showing you our jolly Juggernaut, eh? Well, just between us, if our yarn had run one panel longer, we wouldn't have been able to squeeze him in. But, enough small talk! Now let's see what earth-shaking matters our readers' (em!) have to bring to the attention of a waiting world...

Dear Stan and Jack:

Being interested in the subject, I have studied and learned a bit about evolution. This theme is often used in comic magazines and the errors about it usually cause me to cringe every time I come across them. So, then, my favorite company and comic magazine used it in X-MEN #10, I bought it anyhow. The darn thing made me cry. Just how well did you research the story? Even accepting the oft-used premise of a hidden land where evolution stopped, there were still a great amount of technical errors. For instance, you call the Pterodactyl a bird. They were not birds, but true reptiles. The first true birds were either the Archaeopteryx or the Archaeopteryx as on page 7, from quite a different group. To be consistent with evolution, the Eohippus or "dawn horse" couldn't have existed along with Pterodactyls and the Ankylosaurus on page 7. It lived much later in the Eocene period. The giant birds on page 8, and probably the vegetarians shown feeding, also lived about then. The woolly mammoths and the saber-toothed tiger didn't appear till about the Pleistocene Period, much later than the Tyrannosaurus Rex and the Brontosaurus, as on page 13 and 14, which lived during the Jurassic and the Cretaceous Periods. I'm surprised that you didn't show any of the huge insects of the time. Man didn't exist until the Pleistocene, much later than most of the creatures in your story. He might have lived in the time of the woolly mammoth and saber-toothed tiger, but definitely not in time of the dinosaurs. Your main trouble is that you have the Mesozoic Era (70 to 190 million years ago) confused with the Cenozoic and Recent Eras (70 million years ago to the present). Better stick with Magneto and his merry mutants, they were immensely better.

Marlene Jablon, 1521 N. Hamlin Ave.
Chicago, Ill.

Wouldn't you know it! We spent hours learning how to spell all those jawbreaking words, and now we find out we were supposed to learn their meanings, too! Anyway, there's some fat chance of us learning the difference between one prehistoric period and another — we still have trouble just remembering to draw Iceman's boots!

Dear Stan and Jack,

I think that X-MEN are terrific and hold second place only to the great FANTASTIC FOUR. I wish to congratulate you on the marvellous X-MEN. Please let Quicksilver and the Scarlet Witch team up with the X-men. Marvel Girl isn't getting half her share of action. I hope that Cyclops proves to be a good leader and shows some quick thinking when in a fix. Jack's artwork is tops, but needs a fair bit of touching up in SPIDER-MAN. The way Stan thinks up those superb plots and stories is beyond me. Keep up the good work! Way down here in Tasmania not every one of your mags are available, but I keep my eyes peeled for every comic with MARVEL COMICS GROUP written on the top left hand corner. An X-MEN ANNUAL and an AVENGERS ANNUAL should be put out next year. Tim Ellis 5 Talbot St. Longford, Tasmania

We wish your suggestions could come to life this summer, Tim. But, perhaps next year we'll have a pleasant surprise for you! You're right about Jack's work need-

ing some touching up in SPIDER-MAN — especially since he hasn't ever drawn that mag! (Except for one short strip, a couple of years ago!) Anyway, our best regards and all that jazz, to the Marvel fans in Taz! (Ouch!)

Dear Stan and Jack,

X-MEN #10 was without a doubt a smash! Ka-zar is a truly great character and I would like to see more of him. Perhaps you could star him as a co-hit like Iron Man and Captain America. Ka-zar's world is unique, the dangers there are unique, and his enemies are unique. But! You show in various parts of the story the Tyrannosaurus Rex and the Brontosaurus who lived in the Cretaceous Period. You showed us Pterodactyls, members of the Mesozoic Period. Then there was the Eohippus who belonged to the Eocene Period, the saber-toothed tiger who lived in the Pleistocene Period and many other animals from many different periods. Don't get me wrong, the world of Ka-zar is perfect as it is. I wouldn't want to see it change. But how can animals who lived in ages millions of years apart be together in this lost world?

Patrick Clark, 318 Bredrick St.
Delphos, Ohio

That's why the world got lost, Pat! (Now do you see why we're not in the textbook biz?)

Dear Stan and Jack,

Well, you have done it again — revived another Golden Age hero. I have just finished reading X-MEN #10 and can see the letters you will get about Ka-zar, stating that you are trying to copy Tarzan. But, how many fans realize that Ka-zar is as old as any comic character that you ever published. For Ka-zar was a regular feature in the old MARVEL MYSTERY COMICS which was the home of the original Sub-Mariner! But, at that time the jungle lord was accompanied by a lion named Zar. I hope we haven't seen the last of Ka-zar. In case you haven't guessed it, I'm a fan from 'way back!

Raymond Miller, 119½ Longfellow St.
Vandergrift, Pa. 15690

Wow! You sure are, Ray! Actually, you're right on target! We did feature a jungle hero named Ka-Zar about 20 odd years ago, but all we remembered of him was his name (which we kept)! We forgot that he had ol' Zar tagging along, and can't remember another blessed thing about him. Anyway, just think — maybe a couple of decades from now, someone will be remembering the stories we're doing today! (We can't decide whether that's a pleasant, or a depressing thought!)

—By now, you've probably heard that mighty Marvel will be offering eight super-Annals this summer! They include the fabulous FANTASTIC FOUR ANNUAL (natch!), the SPIDER-MAN ANNUAL, THOR ANNUAL, SGT. FURY ANNUAL, MARVEL TALES ANNUAL, KID COLT OUTLAW ANNUAL, and the popular favorites of all adventure fans — MILLIE THE MODEL ANNUAL, and PATSY WALKER'S FASHION PARADE ANNUAL! All kiddin' aside, those value-packed 25¢ gems will contain some reprint material, and some brand new stories, too — just to keep you thoroughly confused! We're mighty proud of 'em all — latch on to them and you'll see why! 'Nuff said!

Dear Stan and Jack,

In my opinion, X-MEN #4, 6, 7, and 10 are just as good as the best FANTASTIC FOUR issues. The X-MEN is a really great comic. By the way, why don't you let Wally Wood or Bob Powell try the AVENGERS? (They're both great artists. I was worried that DAREDEVIL would fall flat on its face like the old HULK strips. Oops! I forgot, I'm writing to the X-MEN, so I'd better

talk about them. I like the Beast better than any other X-man. I'm not even going to bother to talk about Ka-zar, because he was in the greatest mag yet. By the way, I liked Magneto's mutants. If they're not going to fight the X-men, then let them fight the F.F. What does Magneto look like under his helmet? One last thing; is it Sub-ma-rec-ner or Sub-maré-in-er. Please tell me!

Pete Von Sholly, Quarters 34

Aberdeen Proving Grounds, Md. 21005

It's Sub-Mariner, Pete. The "Mar" part rhymes with the "arr" in "arrow." As for what Maggie looks like under his helmet, your guess is as good as ours—we've never drawn him unmasked! (Sounds like a good idea for a no-prize if he ever returns, eh?) Anyway, it's funny you should mention Wally and Bob. They both collaborated on the #9 ish of DAREDEVIL (now on sale!) and Bob may try to help the "King" with future issues of X-MEN—we'll see how things turn out.

Dear Stan and Jack;

While reading X-MEN #10, I came across your famous no-prize contest on why Iceman can walk on the ice without slipping. Well, it's really simple; knowing that Iceman can control his body temperature, he just makes the soles of his feet soft enough so that when he walks he plods along. Jonathan Singer, 929 Hollywood Ave.

Bronx, New York

Well, we received a lot of other answers that were more scientific, more exciting, and even more dramatic! But yours is the only one which just fits this space, Jon boy, so it looks like you've copped a practically priceless No-Prize. (We'll let you know when the award-presentation ceremony is scheduled to be televised).

—We know it's a waste of time to mention this—no self-respecting Marvelman would dream of missing the latest ish of ASTONISH, featuring Sub-Mariner, or of STRANGE TALES, introducing Nick Fury, Agent of S.H.I.E.L.D.! But, we DO wanna warn you—get your copies fast! Even though we printed an extra-large supply, these special issues are sure to be sold out before you can say: "If it's Marvel, you know that it's great!"

Dear Stan and Jack;

I have finally decided, after two years of reading everything, that Marvel comics are unquestionably the finest magazines ever put before the public. Everything from plot to paper is just about the best. You know, I am close to eighteen years old, and am occasionally asked why I still read comics. Outside of their being relaxing after working all day, I find it easy to explain my feeling for Marvel. I believe it is the love affair people have for continuing adventure heroes. When one is gifted with an imagination, his memory of costumed heroes and heroines lasts forever. Also, I guess that deep in the subconscious of each of us is the desire to battle a "villain" in defense of the "fair damsel." Besides this, I honestly feel that Marvel comics are genuine fantasy fiction, which had been long dead with the death of Edgar Rice Burroughs and his imitators. I hope, in closing, that Marvel reaches the peaks of success, and that you all retire rich.

Marty Ross, 2819 Schley Ave.
New York, N.Y. 10465

Marty, ol' boy, we have to admit it! That last phrase of your last sentence really grabbed us. While the other portions of your letter may be somewhat open to debate, those last half-dozen words contain a magnificent sentiment which no right thinking soul could ever dispute!

Dear Stan and Jack;

I have just finished reading the latest and greatest issue of X-MEN. It was issue #10 where Ka-zar met the X-men and man, it was the greatest. I can find absolutely no faults with it. It was just great. I only wish that I had the words to describe the thrills, the excitement, the joy, and sheer pleasure this issue afforded me. Without a doubt, this is your greatest X-men tale to date. I just loved it. When I first spotted the X-men, and saw the bold figure of Ka-zar, (even the cover was fabulous), I thought to myself, "He looks too good to be a villain," which I was sure he was. What a relief to find that he turned out to be a hero in his own right and a friend to the

X-men, despite their brief battle. It was sheer delight seeing them fighting side by side. To top it off, Ka-zar wasn't a mutant. Except for the X-men, there weren't any mutants at all, and this made the story even better. I just don't see why it is that just because the X-men are mutants, they have to fight only mutants. I really loved this and the preceding issue which had no other mutants involved either. Ka-zar reminded me a little of Sub-Mariner with his expressions of "Ka-zar is Lord of the Jungle" and "None may touch Ka-zar." Ka-zar is a great character and I would definitely like to see more of him. But please, no more Sub-Mariner type speech from him. Naturally, everyone will want to know his origin, etc. so you'll just have to give us another such tale as soon as possible. Ka-zar has every potential of becoming another Marvel star. I can just see him now in his own mag, featuring his own unique battles against the enemies of his domain.

Walter Smith, 1215 1/2 Calif. Ave.
Glendale, Calif.

You gotta be kiddin'! You want us to wrestle with words like Pterodactyl month after month? From where we sit, if we ever bring ol' Nature Boy back again, we'll change him to a Coney Island life-guard or a locker room attendant at the Y!



THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #41: Is this the end of the fabulous F. F. at last? The mighty Thing has gone! The remaining three are on the verge of splitting up! And then, the most unexpected danger of all appears! This is truly Marvel's supreme achievement!

SPIDER-MAN #27: Featuring the long-awaited secret of Frederick Foswell—and it won't be what you are expecting! If that doesn't grab you, nothing will!

AVENGERS #18: Marvel's most surprising, mightiest super-team finds an incredible danger behind the iron curtain! See why Captain America's new fighting band is the talk of comicdom today!

THOR #18: For the first time in recorded history, Goldilocks faces a super-foe who is not only as strong as he—but actually STRONGER! Possibly the greatest new menace ever presented will meet your startled eyes in this epic-making issue!

STRANGE TALES #135: The secret's out at last! Mighty Marvel has bowed to your demands! This ish will be a collector's item before the year's end, for it features the start of the most off-beat series of all: Nick Fury, Agent of S.H.I.E.L.D.! Written by our leader, and drawn by King Kirby! 'Nuff said!

SUSPENSE #68: Iron Man stays in "If a Man Be Mad!" Captain America thrills you again in "Lost Tyranny Triumph!" Without bragging, without fanfare, we can honestly say that this issue reaches a new height of pictorial perfection!

ASTONISH #70: Bursting on the scene with the shock of a thunderclap comes the most famous hero-villain of all time—Sub-Mariner, beginning the most dramatic, spectacular series yet! We predict that the powerful combo of Prince Namor, followed by the incredible Hulk, will make ASTONISH the fastest Marvel sell-out of the month!

SGT. FURY #20: We promised they'd be back, and here they are! The fantastic Blitz Squad of Baron Strucker returns for the most exciting hand-to-hand battle with the Howlers that we've ever presented! It's a real combat shocker!

—And now, a final word in strict confidence! (We wouldn't want anyone but you to know this!) Our next great ish of X-MEN will feature Marvel's merry mutants fighting as never before against the strangest, most powerful foe of all! When you learn more details about Juggernaut, you'll figure that every super-hero in town oughta just throw in the towel and head for the hills! So, face front! Till next ish, and don't dare miss it—it's packed with that ol' Marvel magic! Oh, one other thing! Don't wear your X-Men T-shirt under your super-hero costume—we want the world to see it!



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Albert Dorne—probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the People Dorne Has Helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

Don Golemba of Detroit is another. He stepped up from railroad worker to the styling department of a big automobile company—by showing his work with the School. Now he helps design new-car models.

Pat Browning wanted to escape from her dull typing job to something creative. Soon after studying with us, she was promoted to full-time artist with the same firm—at much more money.

With the right training, Wanda Pickulski gave up her typing job

to become fashion artist for a local department store.

Eric Ericson worked in a garage while he studied art at night. Today he is a successful artist, earns seven times as much, and is building a new home for his family.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could help only a few of these people, he called together America's most successful artists—men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludkens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Anstin Briggs
George Ginski	Harold Von Schmidt
Peter Helek	Albert Dorne

of school—a home-study art school that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the Famous Artists created a 12-page talent test. Thousands paid to take this test, but now the School offers it free and grades it free. Men and women who do well on the test—or can offer other evidence of art talent—may enroll in the School. But there's no obligation. Simply mail the coupon below.

Famous Artists Schools Studio 7584, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test and descriptive brochure.

Mr. }
Mrs. } Age
Miss } ← Please circle one and print name

Address _____

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